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the AMAZING SPIDER-MAN®

MARK & LARRY

THE COMPLETE BEN REILLY EPIC BOOK 3

the AMAZING SPIDER-MAN

THE COMPLETE BEN REILLY EPIC

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the AMAZING SPIDER-MAN

THE COMPLETE BEN REILLY EPIC

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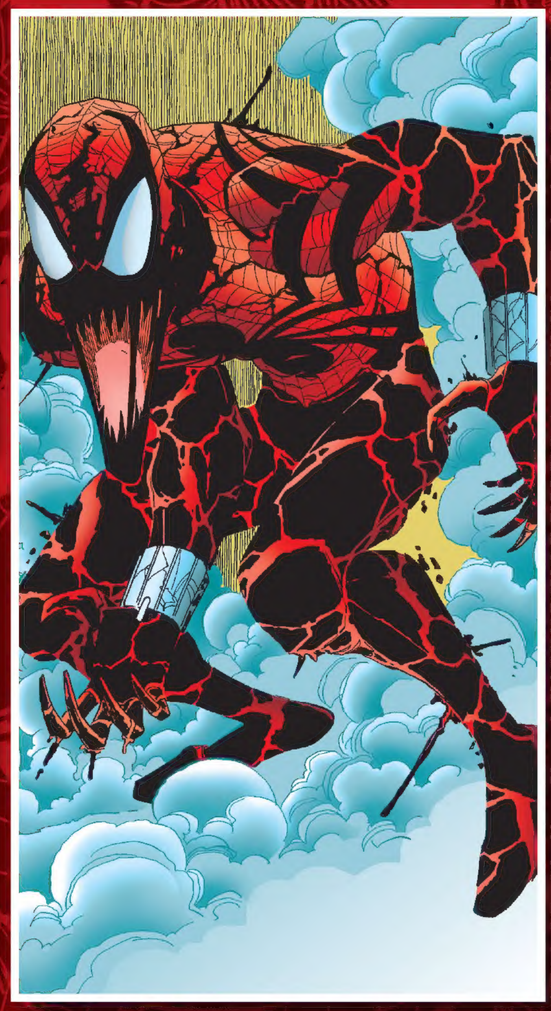

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A SPIDER-MAN SPECIAL EVENT

SPIDER-MAN®

THE FINAL ADVENTURE

#1 DEC

WITH A VERY NERVOUS SMILE, STAN LEE PROUDLY PRESENTS WHAT COULD ONLY BE CALLED THE FINAL ADVENTURE OF PETER PARKER AS

SPIDER-MAN

SO WHO NEEDS TO WEAR ITCHY SPANDEX AND SWING AROUND TOWN?

TEST TUBES AND BEAKERS REFLECT MY FACE. A DNA HELIX CHAIN KEEPS ME TIED TO MY DESK.

I COULDN'T BE HAPPIER.

PETER PARKER HAS REDISCOVERED HIS PASSION FOR *SCIENCE* AGAIN!

FUNNY, HOW SOMETIMES, IT TAKES *LEAVING* EVERYONE YOU KNEW--EVERYTHING YOU THOUGHT YOU NEEDED--

--JUST TO FIND *YOURSELF* ALL OVER AGAIN.

DESTINY'S WEB

brought to you by
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I HAD *UNDERLYING* REASONS FOR TAKING THIS JOB, BUT FOR ONCE, I CAN TAKE MY TIME IN DEALING WITH THEM.

THREE WEEKS IN *PORTLAND*, ONLY TWO WORKING AT *GARID*--GALANNAN ALTERNATIVE RESEARCH FOR IMMUNIZATION DEVELOPMENT--AND I FEEL COMFORTABLE HERE ALREADY.

EMERGENCY PROCEDURES
1
2
3
911

I *LOBBIED* HARD FOR A JOB WITH THIS PARTICULAR COMPANY FOR LOTS OF REASONS--

--THEY'RE WELL RESPECTED, THEY'RE AS FAR AWAY FROM *NEW YORK* AS WE COULD GET AND STILL SPEAK *ENGLISH*--

--BUT MOSTLY, IT'S BECAUSE *GARID* IS THE COMPANY WHICH SPONSORED THE *ORIGINAL EXPERIMENT* THAT ACCIDENTALLY TURNED ME INTO *SPIDER-MAN*, BACK WHEN THEY WERE GENERAL TECHTRONICS.

FIGURED THE BEST WAY TO PREPARE FOR ANY *PROBLEMS* MY UNBORN *CHILD* MIGHT HAVE GROWING UP BECAUSE OF MY *RADIOACTIVE BLOOD*--

--IS TO LEARN AS MUCH AS I CAN ABOUT HOW I GOT THIS WAY TO BEGIN WITH!

AS A RESEARCH ASSISTANT, MY FIRST ASSIGNMENT, CONVENIENTLY ENOUGH, HAS BEEN TO ORIENT MYSELF WITH THE COMPANY'S DATABASE.

I'VE SPENT TWO GLORIOUS WEEKS READING OVER FILES, SEEING BRILLIANT SCIENTIFIC MINDS AT WORK--

--PLAYING IN THEIR SANDBOX--

--HMM... THAT'S ODD.

File: Edit View

GROUP A STREPTOCOCCUS (GAS)

NECROTIZING FASCIT EXPERIMENTAL SYNTHETICS

TEST RESULTS M-1 STRAIN

PROCEDURE 12-A; DATED 8/27/95

FAILURE SUSPECTED DUE TO CHALONE PROTEIN DEFAULT

THIS ONE IS *REALLY* OUT OF *STAR TREK*...

...A *SYNTHETIC SKIN DEVELOPMENT*? FOR WHAT?

MAYBE TO TREAT BURN VICTIMS?

BUT THE FILE ENTRY MENTIONED A *NECROTIZING FASCITIS*--THAT'S AN INVASIVE STREPTOCOCCAL DISEASE.

IN LAYMAN'S TERM, A FLESH EATER.

I WONDER HOW THEY EXPECT TO--

YOU *CAN'T* PULL THE TREATMENT ON BLOCK SIX, *ERIC!*

I'M SORRY, *MONICA*, BUT YOU'VE LEFT ME LITTLE CHOICE.

DR. ERIC SCHWINNER AND *DR. MONICA STAPHOS*.

HMHM--?

SPIDER-SENSE IS TINGLING MILDLY? WHY? IT ONLY DOES THE CRANIAL LAMBADA WHEN THERE'S *DANGER*--

HE RUNS GARID. SHE RUNS HIM RAGGED.

YOUR REACTION TO MY DECISION PROVES TWO THINGS TO ME, DOCTOR--

--ONE: THE *SSD* IS SIMPLY *NOT* READY FOR USAGE AND YOU'RE TRYING TO *RAM* IT THROUGH THE SYSTEM, AS USUAL--

EVEN THOUGH THE PATIENT IS *TERMINAL* ALREADY?

KILLER BACKHAND, DOC.

SORRY YOU HAD TO SEE THAT UGLY LITTLE DISPLAY, PETER.

--AND TWO: YOU MUST NOT LIKE YOUR JOB VERY MUCH IF YOU'RE GOING TO ARGUE *THIS* LOUDLY WITH ME *OUTSIDE* OF CLOSED DOORS!

THE GUY I *USED* TO WORK FOR MAKES THE TWO OF YOU SOUND LIKE A *WHISPER.*

NEWSPAPER WORK, RIGHT? PUBLISHERS ARE *THUGS.*

HOW GOES EVERY-THING?

IT'S BEEN EXACTLY WHAT I WAS LOOKING FOR, SIR.

I SPEND THE WHOLE DAY FEELING LIKE I'M IN *HIGH SCHOOL* AGAIN, WHEN THERE WAS *ALWAYS* SOMETHING *NEW* TO LEARN.

AH, YES, HIGH SCHOOL. YOU MENTIONED SOMETHING ABOUT ONE OF OUR EXHIBITS DURING OUR FIRST INTERVIEW?

IRONIC, ISN'T IT, AFTER ALL THIS TIME, TO END UP HERE WITH US?

YEAH, PRETTY IRONIC, ALL RIGHT...

NO MATTER HOW MANY *STRANGE* TURNS MY LIFE TAKES...

GALANNAN
ALTERNATIVE RESEARCH FOR IMMUNIZATION DEVELOPMENT

...THINGS ALWAYS SEEM TO COME RIGHT BACK AROUND IN A *CIRCLE*, DON'T THEY?

VRRRRRRRRRMMMMMMM

AS IF MY LIFE *BEGAN* AND *ENDED* ON THAT ONE FATEFUL DAY...

...WHEN A YOUNG MAN WAS WATCHING A SCIENCE EXHIBIT--

--AND A *SPIDER* CAME SLIDING DOWN...

...I REMEMBER THE PAIN--FOR A SECOND--I DON'T MEAN, "OUCH-HURT," I MEAN, "$%@#*, THAT HURT" KIND OF PAIN.

SPIDERS DON'T BITE, DO THEY?

THIS ONE DID.

FELT LIKE THE LITTLE SUCKER TOOK A CHUNK OF FLESH ALONG WITH IT!

MY BODY FLUSHED--NOT WARM FROM A FEVER--

--BUT AS IF SOMEONE HAD PUMPED *BOILING HOT WATER* THROUGH MY VEINS!

I REMEMBER THE BALD DOCTOR BEHIND ME (*I DIDN'T KNOW IT WAS SCHWINNER UNTIL HE INTERVIEWED ME A FEW WEEKS AGO*) SAYING--

LOOKS AS THOUGH OUR EXPERIMENT HAS UNNERVED YOUNG PARKER.

LIKE TO SEE *YOU* GET BIT BY A HOT GLOWING SPIDER, BUDDY!

THEN AGAIN, AFTER EVERY-THING I'VE BEEN THROUGH SINCE THEN--

--MAYBE I *WOULDN'T!*

FIRST I USED THE ABILITIES THAT KOOKY SPIDER GAVE ME THE SAME WAY ANYONE *ELSE* WOULD HAVE--

--TO MAKE BUCKET-FULS OF *MONEY!*

BUT AFTER *UNCLE BEN* WAS *KILLED* BY A BURGLAR--THE SAME CROOK I'D BEEN TOO *SELF-CENTERED* TO STOP DAYS EARLIER--

--I KNEW THAT I WOULD HAVE TO USE MY POWERS *RESPONSIBLY.*

AND LIFE'S BEEN JUST ONE LONG RIDE ON THE CONEY ISLAND *CYCLONE* EVER SINCE.

EQUAL PARTS *THRILLING* AND *TERRIFYING.*

PEOPLE I'VE *LOVED* HAVE *DIED* IN MY ARMS, PEOPLE I'VE *HATED* HAVE BEEN *SAVED* BY MY HAND.

JACKALS TO THE LEFT OF ME, *HOST BODIES* USED FOR CLONING PURPOSES TO THE RIGHT, HERE I AM, STUCK IN THE MIDDLE WITH *ME.*

I'M A *CLONE!*

THE *SCARLET SPIDER*--*BEN REILLY*--WAS THE *ORIGINAL* PETER PARKER.

(I'M DEALING WITH IT.)

ON THE *PLUS* SIDE, WE PLAYED ONE-POTATO AND I GOT TO KEEP THE *NAME*, THE *WIFE* AND THE *LIFE.*

NOW, I GET GREAT COFFEE AND BEN GETS A *FRESH START.*

SO THE *HARDEST* CHOICES I COULD HAVE EVER CONCEIVED OF--

--TO GIVE UP THE *COSTUME*--

--TO LEAVE *MANHATTAN*--

--TO WALK AWAY FROM THE RESPONSIBILITY OF BEING *SPIDER-MAN*--

--ULTIMATELY PROVED TO BE THE *EASIEST* ONES TO MAKE.

WE'RE GOING TO HAVE A *BABY. MARY JANE* AND ME. WOW.

BABY

SEEMS LIKE JUST YESTERDAY *ANNA WATSON'S* LITTLE NIECE WAS *DANCING* AT THE GLOOM ROOM-A-GO-GO.

Portland

5

LOOK WHERE WE ARE NOW. ALL GROWN-UP.

EVENTUALLY, WE'LL GET ADJUSTED TO THAT, I KNOW. ADJUSTED TO A NEW LIFE.

('CEPT MJ SAYS I'LL NEVER GET THE HANG OF DRIVING.)

CLEARANCE 7'

D-K

ALL THE CARDS HAVE BEEN LAID OUT ON THE TABLE AND I SHOULD BE SMILING LIKE A SHARK--

--BECAUSE THIS CRAZY ROLLER-COASTER RIDE CALLED LIFE HAS DEALT ME A PRETTY *GOOD HAND* AFTER ALL!

LUUUUUUCY, I'M HOME!

UNTIL THIS VERY MOMENT, OF COURSE...

uhm, MJ... WHAT SMELLS SO...

...UNIQUE--?

VERY FUNNY. DIE, PETER. DIE THE DEATH OUR *DINNER* HAS!

BABY ON BOARD

A WORSE FATE I COULD NOT IMAGINE.

I *COOK* LIKE YOU *DRIVE!*

WHAT WAS IT BEFORE THE *HUMAN TORCH* GOT A-HOLD OF IT?

CHICKEN FAJITAS.

LOOK ON THE BRIGHT SIDE, YOU CAN ONLY KILL THE TWO OF US-- *THREE* OF US-- I GOT A WHOLE *CITY* IN MY SIGHTS!

BABY ON BOARD

HMM. THAT'S A TOUGH ONE. INVOLVING WHAT--? FRYING SOME VEGETABLES AND CHICKEN, RIGHT?

HOW CAN I TAKE CARE OF OUR *BABY* WHEN I CAN'T EVEN TAKE CARE OF *US?*

OUR KID WILL *ONLY* EAT THE *BEST*, MJ!

CHINESE OR PIZZA?

I'M *SERIOUS*, PETE! ARE WE REALLY READY FOR THIS?

AFTER EVERY-THING WE'VE BEEN THROUGH, CAN WE HANDLE BEING *PARENTS?*

WE'LL BE FINE, HON.

MY JOB PAYS BETTER THAN *FREELANCE PHOTOGRAPHY* EVER DID--

--AND YOU MAKE THE CUTEST *MATERNITY CLOTHES* MODEL IN THE WORLD!

IT'S NOT THE MONEY--IT'S JUST--WE'RE BOTH SO *YOUNG*--

--NEITHER ONE OF US HAS *ANY* EXPERIENCE WITH KIDS...

NO ONE'S READY TO BE A PARENT UNTIL THEY *ARE* A PARENT!

I HEARD THAT ON *OPRAH*.

NOTHING, MJ--ABSOLUTELY *NOTHING*--IS GOING TO STOP US FROM RAISING THE HAPPIEST, HEALTHIEST BABY IN THE WORLD!

COME HERE.

PETE...

YEAH?

PIZZA.

WITH PINEAPPLE AND HAM ON IT?

YOU KNOW ME TOO WELL...

CAN'T SLEEP. HAVEN'T BEEN ABLE TO FOR WEEKS NOW.

NOT USED TO TRYING BED BEFORE *MIDNIGHT.*

NIGHT TIME WAS WHEN THE CITY CAME *ALIVE* FOR ME.

WIND IN MY FACE, NEON RUSHING BY IN A BLUR OF MOTION.

MJ IS WORRIED ABOUT COPING WITH THE STRESS OF BEING *NORMAL*--

--WHILE I'M STILL TRYING TO ADJUST TO THE STRESS OF *NOT* BEING NORMAL.

(THE OL' UNION SUIT SMELLS A LITTLE BURNT.)

WELL, AFTER A FEW ROUNDS WITH SOME STUPID-VILLAIN, IT'S SMELLED A LOT *WORSE!*

SHE MUST HAVE *KNOWN* THE TEMPTATION IT WOULD POSE.

MAYBE IT'S *BECAUSE* OF THAT TEMPTATION THAT SHE DID IT.

TO MAKE SURE I COULD *RESIST* IT...

...EVERY SINGLE DAY...

WHY DID MJ *INSIST* I KEEP THE COSTUME?

DAILY BUGLE. CITY DESK. PLEASE HOLD.

TASTES LIKE WET *RUBBER* TODAY!

THAT POT'S BEEN SITTING ON THE BURNER FOR *HOURS*, GLORY.

DAILY BUGLE. CITY DESK. PLEASE HOLD.

SO WITH PARKER GONE, THERE GO THE FLASHY SPIDER-MAN PICS.

YEAH, WE'LL HAVE TO RELY ON SOLID *REPORTING* FOR A CHANGE.

ATTITUDE, *ELLIS*, YOU'RE NOTHING *BUT*.

I REMIND YOU A BIT OF YOUR *UNCLE*, RIGHT, *PHIL*?

BACK WHEN OL' *BEN URICH* REALLY WORKED A STORY 'TIL IT *BLED* BLACK INK, I MEAN.

KEN, YOU GOTTA GET *SQUARED* BEFORE YOU'RE *HALF* THE REPORTER HE IS.

YEAH, SPEAKING OF SQUARES...

...BEN, CAN WE TALK A *MO*'?

YOU KNOW THE *RULES*, ELLIS.

UNTIL MY *SECOND* CIG AND *THIRD* CUP OF COFFEE, YOU DON'T *EXIST* IN THE MORNING.

IF I DIDN'T EXIST, HOW COULD I CATCH ALL THE *CRUMBS* YOU LEAVE ME?

DAILY BUGLE GALACTUS IS HERE

A NICE SEGUE, I MIGHT ADD...

...I WAS THINKING OF A DIFFERENT *ANGLE* ON A STORY YOU DROPPED.

WANTED TO WORK IT THROUGH AFTER *PETER PARKER'S* TRIAL FOR MURDER--

--TRYING TO FIGURE OUT THE *CONNECTION* BETWEEN MY PAL, THE SCARLET SPIDER, AND THE ORIGINAL SPIDER-MAN.

FIT ROUND-PEG PARKER, WHAT WITH HIS PICTURES OF SPIDEY AND ALL, INTO THAT SQUARE HOLE.

CAN I HIT YOUR *DEAD FILES*, SEE IF I CAN COME UP WITH ANYTHING NEW?

YOUR TIME, MY FILING SYSTEM. THE PLEASURE IS ALL MINE, ELLIS.

THERE'S NO STORY, KEN.

CAN'T DROP WHAT YOU CAN'T HOLD.

MY ESTEEMED MANAGING EDITOR, MR. *JOE ROBERTSON* IS TELLING *MOI*, YOUNG BUCK-STUD REPORTER, TO DROP A STORY?

I'M NOT *HASSLING* THEM, *ROBBIE*.

JUST THOUGHT I'D CALL PARKER, MAYBE HE COULD HELP ME GET MORE INFO ON SCARLET SPIDER, IS ALL.

STORY'S OVER. HAD A NICE "THIRTY," TOO.

"AND THEY LIVED HAPPILY EVER AFTER."

THE TRIAL IS DONE. PETER WAS *INNOCENT* ALL ALONG.

HE AND MJ ARE IN PORTLAND NOW. LET THEM HAVE THEIR BABY IN PEACE.

FILES. FUN.

BETTY BRANT HAS HIS NEW NUMBER. GO CALL HIM.

LEAVE US ALONE.

DAILY BUGLE

SPIDER-MAN

THREAT OR MENACE

I DON'T CARE WHAT ERIC SAYS, I'M NOT WATCHING *YEARS* OF RESEARCH GO DOWN THE DRAIN--

--BECAUSE HE'S WORRIED ABOUT RISKING THE LIFE OF SOME *CONVICT* WHO'S *TERMINAL* TO BEGIN WITH!

THERE HAS TO BE SOME WAY TO GET THE *SYNTHETIC SKIN DERIVATIVE* TO WORK ON THE PATIENT!

AND THE ONLY WAY TO FIGURE THE PROBLEM OUT IS THROUGH APPLIED EXPERIMENTATION.

BREEP!

IF VERYS DIES, ERIC WILL HAVE MY HEAD.

DR. STAPHOS?

YES, MR. FALCONER.

WE'RE HAVING A BIT OF A PROBLEM WITH A PATIENT IN BLOCK 6.

WHICH ONE?

VERYS.

ON MY WAY.

DOCTOR.

THAT LOOK ON YOUR FACE WORRIES ME, *CALVIN.*

THEN YOU MUST BE WORRIED EVERY TIME YOU SEE ME, MONICA.

DID HE REACT *NEGATIVELY* TO THE SSD?

YOU TELL ME.

HEY CHARLEY, YOUR EPIDERMIS IS SHOWING!

WELL, QUICK, RIP IT OFF BEFORE ANYONE SEES IT!

MR. VERYS... RIVER...ARE YOU ALL RIGHT?

WHERE DO I BEGIN, DOC?

HIPPIE PARENTS? LSD IN MY MILK?

TEN TO TWENTY FOR ARMED ROBBERY?

WAIT--I KNOW-- START WITH A FATAL SKIN DISEASE--

--AND A DOCTOR WHO TREATS ME LIKE A LAB RAT!!

HOW LONG HAS HE BEEN THIS HYPER-ACTIVE?

SINCE OH-FOUR-THIRTY HOURS.

TALK ENGLISH, CAL, NOT SHIELD!

SINCE FOUR-THIRTY THIS MORNING, MONICAAAA--

--THAT MEANS FIVE HOURS, TWENTY-EIGHT MINUTES AND FORTY-TWO SECONDS OF PURE PAIN!

BACK OFF, VERYS! WE'RE TRYING TO SAVE YOUR LIFE!

AND PATENT A MULTI-MILLION DOLLAR SKIN-GRAFT AT THE SAME TIME, RIGHT?

GARID

I EXPECTED THIS KIND OF REACTION TO HIS ADRENAL SYSTEM, CAL.

CALL ME IN TWO HOURS IF HE HASN'T CALMED DOWN.

BEFORE OR AFTER I CALL SCHWINNER?

WELL BEFORE, IF YOU DON'T WANT BOTH OUR BUTTS HUNG OUT TO DRY!

GOOD MORNING, DR. STAPH--

--OS--?

"AND GOOD MORNING RIGHT BACK AT'CHA, PETEY-POO."

L7

(RHYMES WITH WITCH)

SPIDER-SENSE TINGLING *AGAIN?*

THAT'S *TWICE* NOW WITH MONICA NEARBY.

WHAT *IS* IT ABOUT HER?

I MEAN, SHE CAN'T POSE A *THREAT* TO ME, CAN SHE?

WELL, SHALL WE FIND OUT A LITTLE MORE ABOUT DEAR DOCTOR STAPHOS?

SINCE PART OF MY JOB IS TO REVIEW THE WORK HERE, I MIGHT AS WELL SNEAK A PEEK AT SOME OF MONICA'S RECORDS.

SINCE SHE'S SO TENSE ABOUT IT, LET'S SEE ABOUT HER CURRENT PROJECT...

HUH?

THAT'S STRANGE. WHAT ABOUT HER PAST WORK?

[redacted]

THE ENTRIES STOP. HER LAST TWO PATIENTS HAD A *NECROTIZING FASCITIS.*

ONE OF THEM DIED AND THE OTHER WAS RELEASED WITHOUT HAVING BEEN CURED?

ACCESS DENIED?

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I BETTER PRINT OUT THE INFO FROM THESE LAST TWO ENTRIES.

YESTERDAY, I RAN ACROSS *CURRENT* LAB TEST RESULTS ON A PATIENT BEING TREATED FOR THE *SAME* KIND OF DISEASE RIGHT HERE, RIGHT NOW.

SOMETHING ABOUT THE DATA ON THAT PATIENT'S BLOOD WORK-UP LOOKED AWFULLY *FAMILIAR* TO ME, TOO.

WELL, SINCE I HAVE COPIES OF ALL THE STUDIES *DR. SEWARD TRAINER* DID ON BOTH BEN REILLY AND MYSELF, I CAN CROSS-REFERENCE THE DATA...

...AND THIS MYSTERY PATIENT'S *KAROTYPE* MATCHES ELEMENTS OF MY *OWN CELL STRUCTURE!*

HOW COULD THAT BE?

UNLESS...

...MAYBE THIS PERSON IS BEING TREATED BY SOME KIND OF *RADIATION THERAPY* WHICH IS SIMILAR--

--TO THE ENERGY SPECTRUM WHICH INFILTRATED *MY* SYSTEM?

SOME OF THIS INFORMATION COULD BE *VITAL* TO LEARNING MORE ABOUT MY OWN PHYSIOLOGICAL MAKE-UP!

THE ONLY WAY TO FIND OUT MORE IS TO LOCATE THIS PATIENT.

AND I HAVE A FEELING I KNOW *JUST* WHERE TO LOOK...

BLOCK SIX, RIGHT?

uh-huh.

FRANKEN-STEIN EXPERIMENTS FROM WHAT I HEAR.

GALLANT

THEY TELL THAT TO ALL THE *NEWBIES.*

BLOCK SIX IS JUST WHERE THE RESEARCH VOLUNTEERS HAPPEN TO BE *CONVICTED FELONS.*

GARID

OH.

WELL, I WAS JUST--

I DON'T *CARE* WHAT STAPHOS TOLD YOU, MR. FALCONER!

MY *FATHER* FOUNDED THIS FACILITY BASED ON MORAL PRINCIPLES, WHICH OUR PIT-BULL OF A DOCTOR OBVIOUSLY DOESN'T ADHERE TO!

MR. GALANNAN...YOU KNOW AS WELL AS *I* DO THAT YOU DON'T GIVE A CHUNK OF BUTT ABOUT ANY "MORAL PRINCIPLES"!

YOU'RE JUST WORRIED ABOUT *ADVERSE PUBLICITY* OR A *LAWSUIT* IF THE PATIENT IN BLOCK SIX DOESN'T SURVIVE THE EXPERIMENTS...

...RIGHT?

GAR

I'M GOING TO TALK TO ERIC ABOUT THIS...

R2

YEAH, I'M SURE YOU WILL.

WHO AND WHAT?

uhm...MONICA ASKED ME--*uhm*--TO CHECK ON THE PATIENT...

OKAY.

SO.

I LIED.

WHAT'RE THEY GOING TO DO, *FIRE* ME? THEY'RE IN TROUBLE, TOO!

BESIDES, AFTER YOU'VE HAD YOUR BRAINS SCRAMBLED BY THE LIKES OF THE *HULK*, YOU LEARN TO PUT THINGS IN THEIR PROPER PERSPECTIVE.

AT LEAST I GOT A GOOD LOOK AT *RIVER VERYS*, THE PATIENT WITH THE *NECROTIZING FASCITIS*.

NF IS A GROUP A STREPTOCOCCUS BACTERIA.

USUALLY A *GAS* VIRUS CAUSES A MINOR INFECTION LIKE STREP THROAT.

IN VERYS'S CASE, IT BECAME AN INVASIVE BACTERIA.

NF DESTROYS A PERSON'S *FATTY* AND *MUSCLE* TISSUE LIKE FIRE BURNING THROUGH A PIECE OF NEWSPAPER.

AFFECTED AREAS OF SKIN LITERALLY *MELT* AWAY.

STAPHOS HAS PERFORMED SURGERY ON HIM TWICE TO REMOVE THE INFECTED AREAS.

POST-OP TREATMENT INCLUDED PENICILLIN AND CLINDAMYCIN... OVER FORTY PERCENT OF HIS BODY RAVAGED...SYNTHETIC SKIN GROWTH ATTEMPTED--

--BUT IT HASN'T TAKEN.

THAT'S WHY STAPHOS IS SO ANTSY.

THE PATIENT IS DEAD UNLESS THE SKIN GRAFT REPLACES THE OVERWHELMING AMOUNT OF BODY TISSUES HE LOST!

AND MONICA'S SYNTHETIC SKIN DERIVATIVE IS A SELF-REPLICATING STRUCTURE WHICH HAS BEEN IRRADIATED BY THE *SAME* WAVELENGTHS WHICH, YEARS AGO, ALSO NAILED MY PAL, THE SPIDER WITH THE OVERBITE!

VERYS'S *CHALONE* SYSTEM--HIS CELL GROWTH *INHIBITORS*--CAN'T KEEP UP WITH THE SPREAD OF THE FASCITIS.

BUT MAYBE WITH A LITTLE JOLT OF MY OWN *BLOOD* ADDED TO THE SYNTHETIC SKIN DERIVATIVE--

--BINGO--ADDING MY UNIQUE CELLULAR STRUCTURE INTO THE MIX IS ALLOWING THE SSD CELLS TO MULTIPLY FASTER THAN THE FASCITIS!

THAT MEANS THIS LITTLE SERUM MAY BE ABLE TO SAVE VERYS'S LIFE!

BUT UNLIKE MONICA, I BELIEVE *PATIENCE* IS A VIRTUE.

I'LL WAIT UNTIL TOMORROW MORNING TO SEE HOW MY SOUP IS COOKING.

IT'S ALMOST SIX. I BETTER NOT BE LATE FOR OUR *LAMAZE CLASS.*

MJ AND I ARE SO FAR BEHIND IN THE COURSE THAT, AT THIS RATE, THE BABY'S GOING TO END UP TEACHING *US* HOW TO DELIVER IT!

I JUST HOPE STAPHOS DOESN'T DO ANYTHING RASH BETWEEN NOW AND TOMORROW...

I'M VERY DISAPPOINTED IN YOU, MONICA.

AND YOU AS WELL, CALVIN.

WHAT WOULD YOU *HAVE* ME DO, ERIC, JUST WATCH MY PATIENT DIE WITHOUT TRYING TO HELP HIM?

I TOLD YOU THAT YOUR SYNTHETIC SKIN DERIVATIVE WASN'T READY FOR APPLICATION AND THESE TEST RESULTS PROVE I WAS RIGHT!

THIS AFTERNOON, VERYS QUITE NEARLY--

DIED, ERIC? A WHOLE WEEK *EARLIER* THAN HE WILL *ANYWAY?*

CONFIDENTIAL

STAPHOS

GALLAND

WE DO NOT PLAY *GOD* HERE, MONICA!

PART OF BECOMING A SUCCESSFUL RESEARCHER IS LEARNING TO DEAL WITH *FAILURE!*

YOU GO BEHIND MY BACK LIKE THIS AGAIN, DOCTOR, AND I ASSURE YOU...

...YOU'LL LEARN THAT LESSON--*BY LOSING YOUR JOB!*

HA...

...HA!

SLAM!

GOOD NIGHT, MONICA.

CAL, WAIT A SEC...

YOU DIDN'T WARN ME AFTER GALANNAN CRASHED BLOCK SIX THIS MORNING. DID YOU *WANT* ME TO GET IN TROUBLE?

YOU'RE A MILITARY MAN, CAL--YOU KNOW HOW VALUABLE THIS SYNTH-SKIN DERIVATIVE COULD BE IN TREATING WOUNDS AND BURNS!

LOOK, I WAS MAD.

YOU PUT ME BETWEEN A ROCK AND A HARD PLACE.

'SIDES, I FIGURED THAT *NEW KID* YOU SENT DOWN WOULD'VE TOLD YOU WHAT HAPPENED.

WHAT NEW KID?

WHAT'S HIS NAME? *PARKINS?*

PARKER.

PETER PARKER. *THAT* NEW KID...

THE CLASS IS HELD AT THE *GOOD SAMARITAN HOSPITAL.*

WE WERE LATE, BUT IT WASN'T *MY* FAULT!

MJ REFUSED TO GET IN THE CAR WITH *ME* DRIVING, SO WE HAD TO WALK IT.

CAN'T DECIDE WHICH IS FUNNIER, THE SIGHT OF MJ *WADDLING* FOR TWENTY BLOCKS--

--BREATHE IN-- *hee, hee, hee--* AND OUT-- *hsssssss--*

--OR A DOZEN *PREGNANT* WOMEN ON THEIR BACKS DOING *BREATHING EXERCISES!*

DON'T SAY IT.

I'M *NOT!*

DON'T EVEN *THINK* IT!

I'M *TRYING!*

hee, hee, hee.

HEE HAW IS MORE LIKE IT!

I FEEL LIKE A *COW.*

WHY, THAT'S UDDERLY RIDICULOUS!

HA HAH HAH HAH!

shshsh! THIS IS SUPPOSED TO BE *SERIOUS!*

IT'S HARD TO BE SERIOUS IN A ROOM FILLED WITH COUPLES BREATHING HEAVY.

WELL, HOW DO YOU THINK WE GOT THIS WAY TO BEGIN WITH?

:sigh:

YOU LOOK TIRED, PETE.

DID YOU SLEEP OKAY?

FROM THE GUY WHO'S LIVED ON ABOUT TWENTY MINUTES A NIGHT FOR THE LAST FIVE YEARS?

I'M FINE.

I JUST HAVE A LOT ON MY MIND--

--THERE'S SOME WEIRD STUFF GOING ON AT WORK.

WEIRD AS IN, "I'M-NOT-SURE-I-CAN-EXPLAIN-BECAUSE-IT'S-SCIENTIFICALLY-COMPLICATED" OR--

--AS IN, "I-DON'T-WANT-TO-TELL-YOU-BECAUSE-IT-MAY-INVOLVE-A-CERTAIN-SPANDEX-SUIT-I-KNOW-YOU-NEVER-WANT-TO-SEE-AGAIN"--?

NO, AS IN, "WHILE LEARNING ALL I CAN TO PREPARE FOR ANY CONTINGENCY OUR UNBORN CHILD MIGHT POSE US, I DISCOVERED I MIGHT HOLD THE KEY TO CURING A TERMINALLY ILL CONVICTED FELON AND CREATE A POTENTIALLY BENEFICIAL SKIN-GRAFTING SYSTEM" WEIRD.

OH.

THE COSTUME STAYS IN A BOX. THE MAN WHO *FILLED* IT STAYS WITH YOU.

hmmm... FILLED IT RATHER *WELL*, I RECALL...

GET THOSE THOUGHTS OUT OF YOUR HEAD, YOU'RE GOING TO BE A *MOTHER!*

DID THE MAN FILL THE COSTUME, OR DID THE COSTUME FILL THE MAN?

I JUST DON'T KNOW, YET... AND A PART OF ME DOESN'T WANT TO FIND OUT...

WELL, WELL, WELL...*BUSY* LITTLE NEWBIE, AREN'T YOU, PETER *PARKINS*?

I DON'T KNOW EXACTLY WHAT YOU DID TO MY FORMULA, PARKER...

...BUT YOU *SOLVED* THE REPLICATION PROBLEMS IN MY ORIGINAL--

--WHICH MEANS YOU JUST *SAVED* NUTCASE RIVER VERYS'S LIFE!

NO! JUST LET ME DIE!

THIS ONE IS GOING TO WORK!

I WON'T PLAY YOUR GAME ANYMORE, DOCTOR!

RIVER-- GIVE ME YOUR ARM.

THAT'S WHAT YOU SAID ABOUT THE LAST ONE--AND THE ONE BE-FORE THAT!

LAST CHANCE, VERYS.

YOUR ARM AND *LIVE.*

REFUSE AND *DIE.*

OKAY... OKAY...

BUT IF THIS DOESN'T WORK, STAPHOS--

--I'LL KILL YOU ALL BEFORE I DIE!

aaah--

SPLOOCHT

PLIP
PLIP
PLIP

PLFF

TH THITH TH

hurmm--
haff--

KRYYIINK

GRRMMM!

HARRUMMM!

WHAT--
?

GARID

GARID

THIPP
THIPP
THIPP

VERYS--
STAND AWAY
FROM THE
DOOR!

GAAK!

YOU OKAY IN THERE--?

SLOOOOTHTHPPP

KLEIN!

FWOO-KRUNK!

OH MY GOD--JOEY?

NO, DOCTOR STHTAPOSSTH...

...NOT ANYMORE...

VERYS --?

aah

HELP

HELP!!

BRRRINGG!

HULLO--

--WHA--?

--THIS ITH PETER--

DR. STAPHOS--?

EEEAGHHGHHH!

DOCTOR--?

DOCTOR?

KLIKBUUU

YOUR FILES-- USED THE FORMULA YOU HAD COOKING--

--SOMETHING HAPPENED--THE PATIENT-- *CHANGED*--

--HELP ME, PETER! *HELP ME*--

PETER-- WHAT IS IT?

SOMETHING'S HAPPENING AT GARID.

ONE OF THE DOCTORS THERE USED THE FORMULA I TOLD YOU ABOUT EARLIER.

SHE MAY BE DEAD--A CONVICTED FELON MAY HAVE JUST *ESCAPED*--

IT--SOMEHOW--I THINK *MY* BLOOD--*CHANGED*--HER PATIENT.

I THINK SHE'S DEAD BECAUSE OF IT.

--ALL BECAUSE OF *ME!*

NO...

CALL THE *POLICE!*

DIDN'T YOU HEAR WHAT I SAID, MJ?

PETER--NO!

YOU LIED TO ME.

I'M SORRY, HONEY--I AM...

...BUT I DON'T HAVE A *CHOICE.*

YES, YOU DO!

IT'S NOT JUST ABOUT MY RESPONSIBILITY IN ALL OF THIS, MJ--

--BUT THIS PATIENT--HIS BODY PHYSIOLOGY IS *VERY* SIMILAR TO MINE--

--THROUGH *HIM,* I CAN LEARN MORE ABOUT *MYSELF*--

--TRY AND MAKE SURE OUR *CHILD* NEVER GOES THROUGH--

DON'T USE OUR BABY AS AN *EXCUSE,* PETER!

IF IT WERE *REALLY* ABOUT ME OR THE BABY, THEN YOU *WOULDN'T* BE PUTTING THAT *MASK* ON AGAIN!

I'M SORRY, MJ...

...BUT I DON'T HAVE A CHOICE!

A COLD NIGHT WIND SLAPS AGAINST THE SHEER FABRIC OF MY MASK, RUSHING INTO MY HOT LUNGS LIKE ICE WATER.

NEON SLIDES ACROSS MY FIELD OF VISION LIKE FIREFLIES SHOT OUT OF A RIFLE.

SO WHO NEEDS TO WEAR ITCHY SPANDEX AND SWING AROUND TOWN?

FORGIVE ME, MJ...

...BUT I DO...

TO BE CONTINUED!
The hunt for TENDRIL begins...
and does a marriage end?
Find out Next Month!

STICKY SITUATIONS

Ironically enough, I'd been offered plenty of work in the SPIDER-Family over the last few years by my friend and former Spider-Editor DANNY FINGEROTH. He and I had butted heads and worked minor miracles on a fun little book called THE NEW WARRIORS a few years back, so why did I wait until he was happily toiling away at his new job before accepting a Spider-Man assignment?

Well, let's just say I got caught in destiny's web, is all. I have written Spidey several times over the last few years, and though never feeling quite comfortable scripting him, I always felt his appearances worked out well enough when I handled him.

Nothing to win me any awards, mind you, but I felt I did a little bit of justice to the looming shadows of Stan Lee, Roger Stern J.M. DeMatteis, Peter David and Tom DeFalco, (the guys I personally feel have handled the character the best). It was just that whenever Danny asked, I was either too busy on X-stuff or too busy with real life or just not interested in what was happening at the time with the character.

Then came the Clone Saga, and I have to admit, though some of you might love it and some of you hate it, I have certainly found my interest and desire to see what would happen next with ol' Web-Head to be rejuvenated!

So there I was, finishing up my monthly run on X-MEN without a clue as to what I would be doing next. Tom Brevoort called up with an offer I couldn't refuse.

The LAST Spider-Man story?

Peter and MJ in a new city starting a new life with a baby on the way?

And best of all, Darick Robertson (my friend and co-conspirator on a two year run of Warriors) was already scheduled to be the penciler

Not much of a decision, huh?

I'm glad I'm here for this, but none of our efforts would be possible if it weren't for the invaluable help of a few friends. All the Portland reference you'll be seeing throughout the four issues was provided by LOU and MICKIE BANK, who went above and beyond the call of duty to get us photos, brochures, maps, etc. The scientific research was performed by ALFRED KEHN JR. and it bailed me out when I was taking on a whole lot of water! What we get right, credit these fine folk, what we don't, blame us!

The first issue has been a complete blast for me and I hope the FUN I'm having on this project comes through to the readers. Here I am, halfway through with the Limited Series and I'm wondering, "Moron. what took you so long to write a Spider-Man story?"...

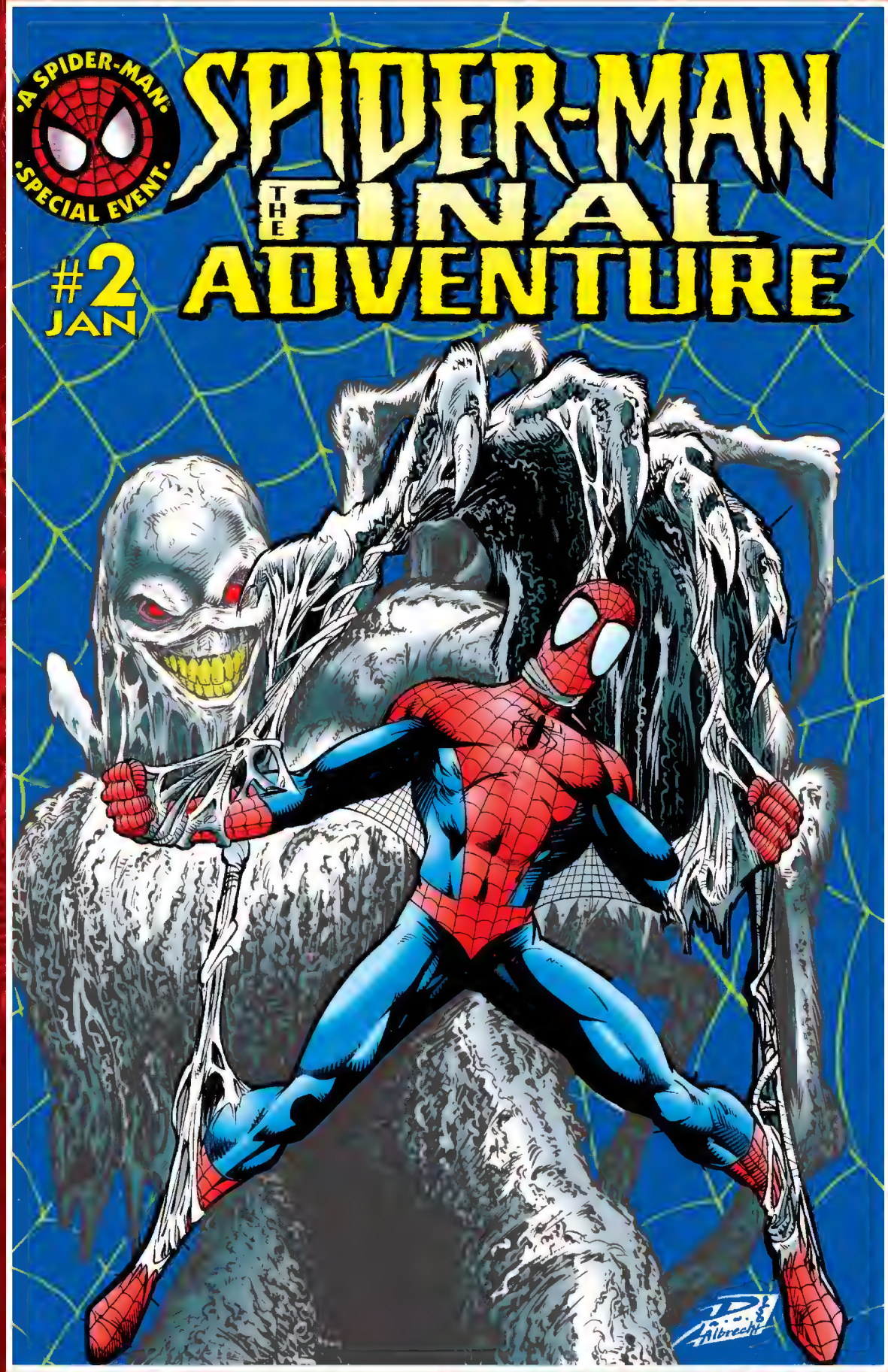
FABIAN

For five years he was the amazing Spider-Man. Now, Peter Parker is happily married with a baby on the way. Having left New York in the care of Ben Reilly, the original Spider-Man from whom he was cloned, Peter and his wife Mary Jane have started a new life in Portland, Oregon, where Peter works as a research scientist, his days as a super hero far behind him.

But trouble has a way of following Peter Parker wherever he goes

A top-secret, unorthodox experiment at the lab where Peter works results in *disaster!* When he discovers that he has inadvertently *contributed* to this experiment, Peter feels duty-bound to don his costume one last time and solve this new crisis. But he is torn between his promise to Mary Jane that his web-slinging days are over, and his sense of responsibility!

Whatever he chooses, Peter Parker stands to lose the new life he has worked so hard to build for himself and his family!



ONLY HAD THREE BEERS.

PORTLAND

TONIGHT KITCHEN T. BREVOORT

GREEN BERG'S

HAPPY HOUR EVERY D... 5-7

LIVE

HE'S NOT EVEN STUMBLING.

OKAY TO DRIVE.

NOT A BAD NIGHT. GOT CHECKED OUT AT LEAST TWICE, HE THINKS.

BUT ONCE WAS BY A GUY.

HE LIKES TO KEEP LIFE INTERESTING, BUT NOT THAT INTERESTING.

"WE ALL WALK A FINE LINE BETWEEN EXTREMES, THE KEY IS NOT TO TRIP."

HE THINKS IT WAS NIETZSCHE WHO SAID THAT. OR HE HEARD IT ON JERRY SPRINGER. WHATEVER.

387

THE THIN LINE

A STORY OF DIVISION by
FABIAN NICIEZA and
DARICK ROBERTSON

JEFF ALBRECHT • inker OAKLEY / N.J.O. • letters GREG WRIGHT • color art
MALIBU • computer color separations GLENN GREENBERG • assistant editor
TOM BREVOORT • editor BOB BUDIANSKY • the thin skinned fine line

SO YOU GO OUT AFTER WORK. YOU DON'T TIE ONE ON (FOR A CHANGE).

YOU DON'T TRY PICKING UP WHATEVER BREATHES NEAR YOU.

TRY TO DO THINGS RIGHT FOR A CHANGE...

...AND LOOK WHAT IT GETS YOU!

CH-CHICH

SHTTUTHCJ

GHREEGHH

MMFFR

THE GUY WHO CHECKED HIM OUT IS LOOKING BETTER BY THE MINUTE.

SUNRISE EDITION
PORTLAND, OREGON
35 CENTS

Portland Gazette

WEATHER
Cool with plenty of clouds Tuesday.
High 61.
Low 49.

MISSING!

Third Victim Claimed by Mysterious Assailant

Gene Byrne, abducted near Spring and Oak Streets

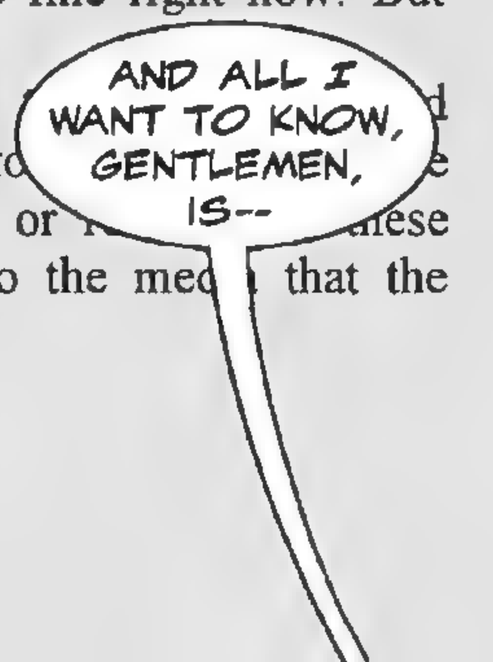
First Victim Paula Khourri

Second Victim Biff Nostrell

By Rhonda Veeder

A third man has been officially listed as missing by the Portland Police Department after relatives positively identified the sneakers left on the scene as belonging to Gene Byrne, an aspiring artist, who had spent most of Tuesday evening at Greenberg's Bar on Stark and Oak Street. When questioned about Byrne's presence at the bar, owner Glenn Greenberg emphatically denied any knowledge of the event, stating, "I have no comment. Guy comes into my bar for a beer, you think I kidnapped him? Maybe it's society's fault! Ever think of that instead of blaming me?! Maybe if this guy would've stayed in the bar, had a couple more, he'd be fine right now! But really, I got no comment..."

Byrne's abduction makes [illegible] disappearance so far in the downto[illegible] no leads yet as to the identity or [illegible] these kidnappings, officially stating to the med[illegible] that the investigation was "ongoing."



EXIT

--DO WE CURRENTLY HAVE ANY MORE INFORMATION AVAILABLE TO US THAN THE POLICE DO?

MY FRIENDS ON THE FORCE GAVE ME COPIES OF THEIR FILES, ERIC.

UNLIKE MY OLD BOSS, DR. ERIC SCHWINNER HAS A GOOD REASON TO BE UPSET.

HE'S FURIOUS. IT'S PRETTY EASY TO SPOT THE SIGNS.

Portland Spirit
MISSING!

HE'S CHIEF OPERATING OFFICER OF A SCIENCE RESEARCH COMPANY WHICH MAY HAVE UNLEASHED A SERIAL KILLER ONTO THE STREETS OF PORTLAND!

RAISED VOICE. NERVOUS TREMBLING.

AND A FACE TURNING SHADES OF RED SEEN ONLY BY J.JONAH JAMESON'S CARDIOLOGIST!

THE SECRETED SUBSTANCE FOUND AT THE SCENE MATCHES THAT OF OUR ESCAPED PATIENT.

CALVIN FALCONER. HEAD OF SECURITY HERE AT GARID. TO HIM, THIS IS A JOB FOR SOLDIERS.

SO IT IS VERYS? I KNEW IT! THIS IS BAD. VERY, VERY BAD!

BILL GALANNAN. SON OF THE COMPANY'S FOUNDER. DIRECTOR OF MEDIA RELATIONS. TO HIM, IT'S A CALL FOR SPIN DOCTORS.

SO WHAT WE SUSPECTED IS TRUE? NOT ONLY DID MONICA STAPHOS'S EXPERIMENTS SAVE VERYS' LIFE, THEY ALSO CHANGED HIM SOMEHOW?

CHANGED HIM, ALL RIGHT. INTRODUCED MY WARPED CHALONE SYSTEM INTO HIS BLOODSTREAM!

WHAT DO YOU GET WHEN YOU COMBINE A RAPID CELLULAR REGENERATIVE SYNTHETIC SKIN WITH THE IRRADIATED BLOOD OF A TRANSPLANTED NEW YORK SUPER HERO?

GIVE ME SOMETHING TO WORK WITH, CAL.

A VERY GUILTY PETER PARKER. A WALL-CRAWLING HERO SPENDING HIS NIGHTS IN SEARCH OF A KILLER HE CREATED. AND A VERY UNHAPPY WIFE!

ALL OF *RIVER VERYS'S* ACTIONS HAVE OCCURRED NEAR THE WATERFRONT.

THE WOMAN WAS ABDUCTED NEAR SKIDMORE FOUNTAIN.

THE BALDING GUY IN OLD CHINA-TOWN.

THE BEATNICK ON STARK AND OAK.

GARID

A PATTERN? LIKE THERE'S A *REASON* FOR THIS PSYCHO'S ACTIONS?

NO RELATION BETWEEN THE VICTIMS AND VERYS, BUT I'VE NOTICED A *PATTERN.*

YOU *SAW* THE SECURITY TAPES OF WHAT HAPPENED WHEN HE *ESCAPED,* BILL.

WATCH THEM AGAIN. WATCH AS TWO OF MY MEN AND MONICA ARE *KILLED!*

KLIK

LOOK INTO THOSE *DEAD EYES,* BILL!

THERE *IS* NO REASON FOR HIS MADNESS!

BUT GOD HELP US ALL, I THINK THERE'S A *MADNESS* TO HIS *REASON!*

WE *HAVE* TO GO TO THE POLICE WITH WHAT WE KNOW.

FOR A WEEK THEY 'VE LOBBED THIS ONE BACK AND FORTH LIKE A *LIVE GRENADE* WHICH NO ONE WANTS TO BE LEFT HOLDING.

SCHWINNER TOSSES IT BACK--

--AND GALANNAN CATCHES IT.

THIS WILL *RUIN* US! DO YOU REALIZE HOW *BAD* THIS IS?

THE *HEAT* FOR VERYS'S ESCAPE WILL MAKE THE *LAST* STUNT MONICA PULLED *TWO YEARS* AGO LOOK LIKE A COLD MUG OF ANCHOR STEAM BY COMPARISON!

AND OVER TO YOU, CAL...

I'LL FIND VERYS BEFORE THE POLICE DO, ERIC.

AND EVEN IF THE PPD *DOES* ARREST HIM--

--THEY 'LL *STILL* TURN TO *US* TO FIND A WAY TO TREAT HIM!

THEY CERTAINLY CAN'T DETAIN WHATEVER IT IS THAT VERYS HAS BECOME.

HE'S NOT *HUMAN* BY *ANY* DEFINITION OF THE WORD!

I DEFINE THAT WORD IN MANY WAYS, CAL.

THE WORD, *HUMANE*, ON THE OTHER HAND, I DO NOT.

UNLESS YOU CAN GIVE ME A REASON *NOT* TO TURN OVER EVERYTHING WE HAVE TO THE POLICE BY FIVE O'CLOCK TODAY--

--I INTEND TO COME CLEAN ON THIS MATTER.

WIPE YOUR HANDS OF IT ALL?

YOU CAN'T DO THAT, ERIC...

...ANY MORE THAN I CAN.

IT'S BECAUSE OF *ME* THAT RIVER VERYS IS OUT THERE-- HUNTING-- *KILLING.*

GARID

PETER--ANY PROGRESS ON WHAT IT IS EXACTLY THAT MONICA DID?

NO, SIR, I'M SORRY. IT'S JUST THAT--

--WITHOUT A SAMPLE OF VERYS'S BLOOD OR SKIN TO ANALYZE--

--IT'S HARD TO SEE WHERE HER ADVANCES IN THE SYN-THETIC SKIN DERIVATIVE CAME FROM.

IT'S A LIE, BUT HE DOESN'T KNOW THAT.

MONICA RAIDED MY FILES WHEN SHE FOUND OUT I WAS CURIOUS ABOUT WHAT WAS BEING DONE TO VERYS.

I GOT A JOB HERE AT GARID BECAUSE THEY'RE THE COMPANY THAT *ORIGINALLY* IRRADIATED THE SPIDER WHICH ***BIT*** ME.

A LITTLE BITE THAT *CHANGED* ME FOREVER.

AND NOW THAT ***MJ*** AND I HAVE A ***BABY*** ON THE WAY--

--I WANTED TO BE PREPARED FOR *ANY* CONTINGENCY THE ***SPUD*** MAY FACE--

--BY LEARNING AS MUCH ABOUT ***MYSELF*** AS I COULD.

BUT I'VE LEARNED MORE THAN I THINK I WANTED TO. *LIKE WHAT, PETEY?*

LET'S ***SEE***--THERE'S A MADMAN OUT THERE WITH A ***CELLULAR STRUCTURE*** EERILY ***SIMILAR*** TO MINE.

I ALSO REALIZED THAT I DON'T KNOW (*NO MATTER WHAT I'VE SAID LATELY*) WHETHER I CAN ***REALLY*** LIVE WITHOUT THE ***COSTUME***.

WELL, IN FOR A PENNY, IN FOR A ***TON***, I NEVER SAY.

AND IF IT CAN'T BE PETER PARKER WHO FINDS A WAY TO STOP THIS PSYCHO, THEN IT'LL BE--

SPIDER-MAN!

AGAIN?

HERE COMES TROUBLE!

IF *RIGHTEOUS FURY* WERE *GOLD*--

--*MARY JANE WATSON-PARKER* WOULD BE *FORT KNOX!*

OR AT LEAST "*HARD KNOCKS.*"

AS IN, "SCHOOL OF--".

BECAUSE WITH *ME* AS HER HUSBAND, MJ'S EARNED A *PhD* IN *TOLERANCE!*

NOW I'M WORKING ON HAVING HER GRADUATE WITH *HONORS.*

MJ--I'M SORRY--BUT ANOTHER PERSON WAS KIDNAPPED LAST NIGHT!

AFTER HEARING WHAT THEY SAID AT WORK TODAY-- I THINK I KNOW WHERE THEY MIGHT BE!

IF YOU KNOW WHERE THIS VERYS GUY IS, WHY DON'T YOU LET THE *POLICE* HANDLE IT?

FALCONER AND GALANNAN TALKED ERIC OUT OF CALLING IN THE PPD THIS AFTERNOON.

FALCONER THINKS HE KNOWS WHERE VERYS IS--AND I HAVE TO BE THERE TO HELP HIM!

WHY.

SHE DOESN'T SAY IT WITH A QUESTION MARK AT THE END.

uhm... BECAUSE?

NO, THAT DIDN'T CUT IT IN *THIRD GRADE*, MUCH LESS NOW.

I DON'T UNDERSTAND WHAT YOU MEAN.

WHY. DOES. SPIDER-MAN. HAVE. TO. BE. THERE?

YOU TOLD ME FALCONER IS A FORMER *SHIELD* AGENT.

HIS STAFF ARE ALL PROFESSIONAL SECURITY GUARDS, RIGHT?

WHY NOT JUST LET THEM HANDLE IT WITHOUT YOU?

THAT'S WHAT I THOUGHT.

IT'S NOT BECAUSE *THEY* CAN'T...

...IT'S BECAUSE *YOU* CAN.

FINE, MJ. YOU GET THE POINTS FOR THAT ONE.

BUT TRY IT *THIS* WAY--OUR UNBORN CHILD IS TURNING *THIRTEEN.*

HE/SHE/IT STARTS SPROUTING *HAIRY LEGS* OUT OF HER/HIS/ITS *BACK!*

WHAT IF WE CAN'T HELP HIM/HER/IT BECAUSE *I TURNED MY BACK* ON A CHANCE TO LEARN MORE ABOUT WHAT MAKES ME TICK?

WHAT WOULD YOU SAY *THEN?*

YEAH, THAT'S WHAT I THOUGHT.

MAYBE OUR PROBLEMS AREN'T DUE TO THE FACT I CAN'T DEAL WITH NOT BEING SPIDER-MAN--

--BUT BECAUSE *YOU* CAN'T DEAL WITH THE FACT THAT I *AM!*

BRRINNGG

HELLO?

MARY JANE?

YEAH. WHO IS--

KEN ELLIS HERE, RED. FRIEND OF PETE'S

OH. SURE. OKAY. I WAS WONDERING IF I COULD TALK TO OL' PETE ABOUT--

I'M SORRY, BUT "OL' PETE'S" NOT HERE RIGHT NOW.

I SEE. SURE. I WAS WORKING ON A FOLLOW-UP TO SOME OF THE STUFF ABOUT PETE'S *TRIAL*.

DIGGING INTO THIS WHOLE *SPIDER-MAN* AND *SCARLET SPIDER* THING.

REPORTER FOR THE *DAILY BUGLE*.

I KNOW WHO YOU ARE, MR. ELLIS.

WHAT WITH YOU AND PETE BEING SO *CLOSE* TO THEM BOTH, WOULD YOU LIKE TO TALK ABOUT--

KLIK BUUU

MY, BUT THAT WAS *RUDE*, WASN'T IT?

BECAUSE SHE DIDN'T HAVE ANYTHING TO SAY...

SPIDER-MAN IS MISSING

...OR BECAUSE SHE HAD SOMETHING TO *HIDE*?

DAILY BUGLE

SPIDER-MA
OR

PARKER'S WIFE MOST CERTAINLY WAS NOT INTERESTED IN TALKING ABOUT HER HUSBAND'S MURDER TRIAL--

--OR ABOUT HIS POSSIBLE CONNECTION TO SPIDER-MAN.

WHAT'S THE STORY HERE?

FOR YEARS, WE HAVE A SPIDER-MAN SWINGING AROUND THE BIG APPLE.

THEN ANOTHER GUY SHOWS UP. SAME POWERS. SAME BUILD.

COSTUME BY WAY OF A FLEA MARKET. A HAND-ME-DOWN SPIDEY.

I CALL HIM SCARLET SPIDER. HE DOESN'T LIKE IT, BUT THE NAME STICKS.

BOTH OF THEM GOT IN THE MIDDLE OF PARKER'S TRIAL.

A THIRD GUY NAMED KAINE WAS PROVEN TO BE THE GUILTY PARTY.

OF A MURDER PARKER WAS SUPPOSED TO HAVE COMMITTED IN UTAH?

#@!$ING YOOO-TAWH, FOR CRYING OUT LOUD! UTAH? VISIT THERE MUCH, PETE?

TALK TO ME, PETEY BOY. WHAT'S THE DEAL BETWEEN THE SPIDERS AND HOW DOES THAT TIE IN TO YOU?

WHAT SAY WE OPEN UP YOUR SKULL--

--DIG INSIDE A LITTLE--

--AND START FINDING OUT THE REAL TRUTH?

THE TRUTH IS, I'M ONLY *REALLY*, TRULY ALIVE ANYMORE--

--WHEN I'M WEARING THIS *COSTUME*.

(IT'S NOT SOMETHING I LIKE TO ADMIT, BUT THERE IT IS).

AND FOR ALL THE WORD AND HEAD GAMES MJ AND I CAN PLAY ON EACH OTHER--

--FOR AS TOUGH A SITUATION AS WE'RE IN RIGHT NOW--

--*BOTH* OF US HAVING *EQUALLY* VALID POINTS OF VIEW--

--THE ONE OVERRIDING TRUTH TO THE WHOLE PROBLEM IS--

--THAT I *AM* SPIDER-MAN.

BUT HERE I AM, WAITING FOR FALCONER TO DRIVE BY ON HIS WAY TOWARD LOCATING VERYS.

HERE I AM, *SPIDER-SENSE* TINGLING AS THE GARID VAN PASSES BY.

HERE I AM, *LEAPING* FIFTEEN STORIES DOWN TO HITCH A RIDE.

FOR YEARS NOW, I'VE BEEN *HIM* MORE THAN I'VE BEEN PETER PARKER.

I THOUGHT THAT WOULD ALL CHANGE WITH THE *BABY*--WITH THE BURDEN OF THAT NEW AND DIFFERENT *RESPONSIBILITY*.

HERE I AM, LANDING AS LIGHT AS...WELL, AS A *SPIDER*, OF COURSE.

HERE I AM.

LOVING EVERY MINUTE OF IT.

OF COURSE, IF MY *WEB-SHOOTERS* STILL WORKED, IT COULD'VE BEEN A *LOT* EASIER.

BEGGARS CAN'T BE CHOOSERS.

WE EXPECT TO ENCOUNTER A SUPER-POWERED INDIVIDUAL WHO IS QUITE CAPABLE OF MURDER--

--BUT OUR INTENTION IS TO CAPTURE VERYS *ALIVE.*

YEAH, WELL CONSIDERING HE KILLED JOEY AND JEFF--

--YOU NEVER KNOW WHAT MIGHT *ACCI-DENTALLY* HAPPEN--

--WHILE WE'RE TRYING TO BRING THIS NUTCASE IN, RIGHT, CAL?

ALIVE. PERIOD.

THE GARID SECURITY FORCES ARE A BIT ANTSY. CAN'T SAY AS I BLAME THEM.

THEY'RE NOT USED TO GOING AFTER PEOPLE LIKE VERYS.

I DON'T KNOW HOW FALCONER FOUND OUT WHERE VERYS MIGHT BE HIDING...

...BUT ERIC BACKED OFF ON BRINGING IN THE COPS BECAUSE CALVIN *GUARANTEED* THAT HE'D BRING VERYS IN TONIGHT.

WHICH MEANT HE'D FIGURED OUT WHAT VERYS WAS UP TO, WHICH MEANT IF I STUCK WITH CAL...HE'D LEAD THIS HORSE TO WATER.

NAMELY THE CONSTRUCTION ACCESS ROADWAY ALONGSIDE THE *STEEL BRIDGE.*

SPREAD OUT IN GROUPS OF TWO.

REMEMBER, CHANCES ARE. VERYS WILL BE *UNDER* THE BRIDGE, NOT ON TOP OF IT!

WUNNERFUL. GOING TO HAVE TO CRAWL ALL THE WAY--

--STEEL CABLE?

COME TO POPPA.

TAKE A *CROWBAR* HERE AND BEND IT INTO A GRAPPLING HOOK.

THEN A *CONSTRUCTION TOOL BELT* ONE OF THE WORKERS LEFT--

--PRESTO-- HANDY-DANDY *UTILITY BELT!*

NOW TO FIND THIS *JOKER* AND MAKE INSTANT OATMEAL OUT OF THE FEEB!

LET'S SEE IF THIS IS AS EASY AS *ADAM WEST* MADE IT LOOK...

WELL, WHADDAYA KNOW.

LOOK, MA, I'M *SWINGING* AGAIN!

I GOT THE MTV GRIND GOING ON IN MY HEAD. VERYS MUST BE NEARBY.

UNDER THE BRIDGE, CAL SAID. WHY--

--OH LORD, I GET IT--

--THE TESTS WE DID ON THE *RESIDUE* LEFT FROM VERYS'S ATTACK INDICATE THAT HIS ENTIRE *PHYSICAL STRUCTURE*--

--HAS BECOME LIKE *WET COTTON*, INCREDIBLY TENSILE, BUT STRETCHED THIN.

DOES FALCONER ACTUALLY SUSPECT THAT VERYS HAS TAKEN HIS VICTIMS AND--

CAL--OVER HERE!

OH MY GOD-- THEY'RE OVER HERE!

ANY SIGN OF VERYS?

NO SIR, JUST THE VICTIMS--

--THEY 'RE UNDER THE ROADWAY--ALONG-SIDE THE BRIDGE STRUTS!

ARE ANY OF THEM--

--ALIVE--?

help me-- please--

GET UP THERE--FAST-- BEFORE VERYS SHOWS UP!

SPEAKING OF SHOWING UP...

WUP! WUP! WUP! WUP! WUP!

A NEWS HELI-COPTER?

SHORT OF *ROSS PEROT* IN BIKINI BRIEFS, THAT'S GOTTA BE THE *LAST* THING I WANTED TO SEE TONIGHT!

HOW DID THEY KNOW TO COME HERE?

WITH ANY LUCK, THE HOSTAGES WILL ALL BE ALIVE, VERYS WON'T SHOW UP--

--AND SPIDEY WON'T NEED TO GET HIMSELF SPLAYED ALL OVER PORTLAND TV!

ONLY ONE OF THEM'S ALIVE, CAL!

IT'S OKAY, MR. BYRNE-- THERE'S NO SIGN OF VERYS--WE'LL HAVE YOU OUT OF HERE IN NO--

please-- get me away from him--

--you don't understand--

huh--?

IS THIS STUFF-- MOVING--?

THAT TICKLED.

AAAAGH!

TIME TO GET INVOLVED.

SON OF A--

PHOONTA!

I SMELL *BURNT* CLOTH.

HANNIKER'S CARRYING A *PLASMA RIFLE* OF SOME SORT.

IT DIDN'T SLOW VERYS DOWN AT ALL.

WHATEVER HE'S *BECOME*--I STILL SEE A *JAW* ON HIM--

--AND I'M CROSSING MY FINGERS THAT IT'S A *GLASS* ONE!

THUDPPFT!

WELL, *THAT* CERTAINLY DIDN'T SOUND VERY PROMISING.

USUALLY, MY HEEL ON THEIR FACE MAKES THIS COOL KIND OF *POPPING* SOUND.

THAT SOUNDED AND FELT LIKE I GAVE AN UPPERCUT TO A *PILLOW!*

AT LEAST OUR MOMENTUM TOOK US AWAY FROM THE GUARDS--

THFFFFF-

FLUFFT!!

--BUT OFF OF THE BRIDGE, AS WELL!

THEY'RE FALLING!

TELL ME YOU'RE GETTING THIS, BUDDHA!

I LOVE YOU.

YOU SAY THAT TO ALL YOUR CAMERAMEN.

I'M GETTING IT, VERONICA!

°REC

ONLY THE ONES WHO'RE GONNA HELP ME GO NATIONAL!

"AND THE ONES WHO HELP ME BEAT KELLEHER TO A STORY!"

THE TIP WE GOT WAS ACCURATE!

BUT WHAT'S A CHOPPER DOING HERE ALREADY?

MORE REPORTERS?

HAND ME YOUR GUN, LERNER.

PARDON ME, CAL?

NEVER MIND. YOU GOT A SHOT?

YEAH--

--BUT THE BULLET'S GONNA HAVE TO GO THROUGH SPIDER-MAN FIRST

VERYS IS HANGING ON TO THE BRIDGE BY ONE STRETCHED-OUT ARM.

I'M HANGING ON TO HIM BY THE SKIN OF MY FINGERTIPS. LITERALLY.

AND ALL I CAN THINK OF IN THIS LIFE AND DEATH SITUATION IS...

uhm... WHAT'S WITH THE EXTRA ARMS?

YOU LIKE 'EM?

BEEN THERE. DONE THAT. BORED.

I IMAGINE THIS IS ALL KIND OF ROUTINE FOR YOU, HUH?

WELL, LET ME CLUE YOU IN ON SOMETHING--THIS IS ALL NEW FOR ME--

--AND IT'S ONE HELL OF A RUSH, TOO!

GO BACK TO GARID, VERYS! THEY CAN HELP YOU!

THEY ALREADY DID HELP ME, SPIDER-MAN--

THEY TURNED ME INTO THIS!

I CERTAINLY WASN'T READY FOR THE "TURN YOUR BODY INTO ONE GIANT HOLE" SCHTICK.

NO WEB-SHOOTERS. NO CABLE WIRE.

ONLY *ONE* OPTION LEFT TO ME.

MAKE THE *DIVE* LOOK GOOD FOR THE CAMERAS!

WELL.

AS HE FELL INTO THE ICY COLD WATERS OF THE WILLAMETTE RIVER!

THE SUPER-POWERED CREATURE I'M CALLING TENDRIL--

--SEEMS TO HAVE DISAPPEARED INTO THIN AIR!

DEREK KELLEHER, ACTION NEWS-- ARE YOU AN EMPLOYEE OF THE GALANNAN RE-SEARCH CENTER?

GET THAT MICROPHONE OUT OF MY FACE.

BUT--

--mmph--

--HEY--

SHZZZZZZZ

WE SEEM TO HAVE TEMPORARILY LOST OUR--

DON'T DRIP ON THE CARPET.

I HAD HIM IN MY *HANDS*, MJ!

THEN-- HE JUST WASN'T *THERE* ANYMORE!

HOW AM I SUPPOSED TO FIGHT SOMEONE WHO'S MADE OUT OF *WEBS*?

I DON'T CARE, PETER.

WHAT MATTERS MORE TO ME IS HOW OUR UNBORN CHILD IS GOING TO COPE WITH LIVING *WITHOUT* A *FATHER!*

YEAH, I KNOW, PETER. *EVERYTHING* IS YOUR RE-SPONSIBILITY.

I USED TO *LOVE* THAT THE MOST ABOUT YOU.

NOW IT SOUNDS LIKE AN EASY EXCUSE TO AVOID YOUR *REAL* RE-SPONSIBILITY.

TO ME-- TO YOUR CHILD--AND MOST IMPORTANTLY --*TO YOUR-SELF!*

I'M NOT GOING TO GET KILLED! OUR CHILD *WILL* HAVE A FATHER!

MJ--IT'S *MY* FAULT VERYS IS OUT THERE HURTING OTHER PEOPLE!

MY FAULT HE GOT AWAY TONIGHT!

THAT DOESN'T NECESSARILY MEAN...

...IT'S GOING TO HAVE *TWO* PARENTS

SHE'S HAD ENOUGH. HOW FAR CAN I PUSH THIS?

HOW FAR SHOULD I?

OF COURSE IT WILL.

ALWAYS.

I DON'T KNOW.

THE SECURITY CONTINGENT FROM GALANNAN PACKED UP AND LEFT--

--WITHOUT ANSWERING ANY OF OUR QUESTIONS.

BUT THEY WON'T BE ABLE TO AVOID THE QUESTIONS--

--WHICH WILL BE ASKED BY BOTH THE POLICE AND THE PEOPLE OF PORTLAND!

IT WAS *YOU*, WASN'T IT, *BILL*?! *WHY*?!

YOU'RE NOT THE *ONLY* SMART PERSON HERE, CALVIN!

I KNEW THAT VERYS HAD BEEN *ARRESTED* FOR ARMED ROBBERY ON THE STEEL BRIDGE YEARS AGO!

WHEN PEOPLE STARTED TO DISAPPEAR IN THAT AREA, I PUT TWO AND TWO TOGETHER AND TIPPED OFF A FRIEND AT *KPTV*.

YOU DIDN'T ANSWER MY QUESTION.

IF YOU HAD DONE YOUR JOB *RIGHT*, CAL, THE TV REPORT WOULD HAVE BEEN, "GARID CLEANS UP PORTLAND KILLER MESS!"

WE COULD HAVE DONE *ANY* SPIN DOCTORING WE NEEDED TO ABOUT THE FACT VERYS ORIGINALLY ESCAPED FROM THESE HALLS--

--BECAUSE WE WOULD HAVE BEEN *HEROES* FOR HAVING CAPTURED A MADMAN!

GARID

IF YOU HAD DONE YOUR JOB RIGHT, THAT IS...

GARID

I'M MEETING WITH THE POLICE TOMORROW MORNING FOR A DEBRIEFING.

I'M GOING TO TELL THEM EVERY-THING. PROMISE TO WORK WITH THEM.

MEANWHILE, WE HAVE TO WORK *BACKWARDS* ON THIS.

THE ONLY WAY TO STOP VERYS IS TO FIND A WAY TO *CURE* HIM.

AND THE ONLY WAY TO CURE HIM IS TO UNDERSTAND *HOW* HE BECAME THIS WAY.

THAT MEANS WE HAVE TO LOCATE THE PRESENT WHEREABOUTS OF THE MAN WHO WAS THE ORIGINAL RECIPIENT OF MONICA STAPHOS'S SYNTHETIC SKIN DERIVATIVE.

CONFIDENTIAL

MORNING. ERIC WAS HERE ALL NIGHT GETTING PREPPED FOR THE COPS.

I SHOWED UP AT EIGHT AND STARTED WORKING ON FIGURING OUT WHAT MONICA DID.

SOME OF VERYS'S SKIN HAD *SLOUGHED OFF* ON TO MY COSTUME LAST NIGHT.

I RUN THE CELL SAMPLES THROUGH A BATTERY OF TESTS.

WE HAVE TO FIND *DRYROT!*

HIS CELLS SHOW AN *IDENTICAL* ANOMALY TO MY OWN.

A MUTATED STATE FROM ITS ORIGINAL STRUCTURE BASED ON ONE COMMON ELEMENT--

--THE *RADIATION ISOTOPES* WHICH INFILTRATED MY SYSTEM YEARS AGO WHEN THE SPIDER BIT ME.

BUT IS THAT ANOMALY PRESENT BECAUSE MONICA UNWITTINGLY USED SAMPLES OF MY *OWN* BLOOD IN HER SERUM, OR IS IT SOMETHING *MORE?*

I HAVE TO FIND OUT.

ERIC-- YOU'RE DONE?

WELL DONE.

I THINK I HAVE SOMETHING HERE.

REALLY? I COULD USE SOME GOOD NEWS.

I NEED TO VERIFY MY FINDINGS--I NEED TO KNOW HOW MONICA'S SERUM WAS *SYNTHESIZED.*

SIMPLE. SHE USED THE *ISOTOPE GENOME ACCELERATOR.*

IS THAT LIKE, ANOTHER *TOP-SECRET* PART OF THE COMPANY--LIKE BLOCK SIX WAS?

=sigh=

COME WITH ME, PETER.

AND OFFICIALLY, YOU'RE NOT SEEING *ANYTHING* RIGHT NOW.

BLIND AS A BAT, ERIC.

THE GENOME ACCELERATOR IS ACTUALLY A MUCH MORE *COMPLEX* VERSION--

--OF A DEVICE WHICH *YOU* SHOULD BE--

--QUITE *FAMILIAR* WITH...

THE MACHINE... DIFFERENT, BUT STILL THE SAME...

IT'S BEEN SO *MANY* YEARS.

THE HIGH SCHOOL SCIENCE LECTURE.

THE SPIDER FALLING BETWEEN THE LANCING BEAMS OF ENERGY.

BITING ME. CHANGING ME.

TURNING MY LIFE INSIDE-OUT.

IT ALL MAKES *SENSE* NOW.

VERYS'S CELLULAR STRUCTURE SHOWED SUCH A SIMILARITY TO MINE--

--BECAUSE WE WERE *BOTH* SUBJECTED TO THE RADIATION FROM *THIS* MACHINE!

CITY DESK. I'LL TRANSFER YOU.

NEW COSTUME ON THE OLD GUY?

OR ON A NEW GUY?

OR ON THE OLD SCARLET SPIDER?

SO MANY OPTIONS TO CHOOSE FROM.

GETS EVEN BETTER, ELLIS.

DAILY BUGLE

NEW SPIDER-MAN?

TELL ME HOW, *BEN.*

THE POPE-MOBILE IS *MUCH* COOLER THAN THE BAT-MOBILE

SEE THE FRONT PAGE YET, PHIL?

PRETTY COOL THREADS, YOU ASK ME.

CHECK OUT THE NATIONAL SECTION OF *USA TODAY.*

'BYE.

NATIONAL

PORTLAND BRAWL

'BYE.

LOOK WHAT WE HAVE HERE. *LAST* NIGHT, *huh?*

NATIONAL

PORTLAND BRAWL

TWO SPIDER-MANS NOW? AND ONE OF THEM JUST HAPPENS TO SHOW UP...

...IN THE CITY WHICH *PETER PARKER* MOVED TO?!

MY, I WONDER IF *THIS'LL* BE ENOUGH NOW TO GET *ROBBIE* TO SPRING--

--FOR AIRFARE TO PORTLAND!

I CALLED HOME TO TELL MJ WHAT I FOUND OUT, BUT THERE WAS NO ANSWER.

THE GENOME ACCELERATOR WILL NOT ONLY PROVIDE THE KEY TO STOPPING VERYS--

--BUT IT'LL ALSO GIVE ME THE CHANCE TO LEARN *EXACTLY* HOW MY OWN BODY WAS *CHANGED*--

--AND HOW TO *HELP* OUR CHILD SHOULD ANYTHING *EVER* HAPPEN TO HIM/HER/IT!

I WANTED TO SHARE THE NEWS WITH HER!

TO TELL HER THAT SOON, THIS WILL *ALL* BE OVER--

--AND WE'LL FINALLY HAVE A CHANCE-- ONCE AND FOR ALL--

--TO BE A *FAMILY*--

--TO BE *TOGETHER*--

KLIK

--FOR THE REST OF OUR LIVES...

Peter,
I'm leaving because I just couldn't wait any longer—

SUNSET

TO BE CONTINUED

A terrifying creature stalks the night-shrouded streets of Portland, Oregon... and Peter Parker must share the blame for it!

When Peter discovers his involvement in the creation of *Tendril* — a murderous, spider-like genetic mutation — he is forced to resume the role he thought he had left behind: that of the web-slinging wonder known as the amazing *Spider-Man!*

As he tries to hunt down this menace, Peter's personal life begins to crumble! His marriage to *Mary Jane Watson* — pregnant with their first child — is jeopardized by Peter's return to super heroics at the very time that she needs him the most! Meanwhile, *Ken Ellis*, nosy reporter for the *Daily Bugle*, begins to investigate the suspicious connections between Peter and Spider-Man — and he's getting closer and closer to discovering the truth...

This is Spider-Man's final adventure... and it just may be his greatest!

STAN LEE NERVOUSLY COUNTS DOWN TO THE FINAL ADVENTURE OF

SPIDER-MAN

SUNRISE.

TIME TO TRY AND GET SOME *SLEEP.*

by **FABIAN NICIEZA & DARICK ROBERTSON**
JEFF ALBRECHT - inks/ (with **ARNE STARR**) finishes
OAKLEY/NJQ - letters
GREG WRIGHT - color art
MALIBU - color separations
GLENN GREENBERG - skin sheep
TOM BREVOORT - skin sleep
BOB BUDIANSKY - skin weep

SPIDER-SLEEP

SPENT ALL NIGHT SEARCHING FOR A *MURDERER* CALLED *TENDRIL.*

A MADMAN... ON THE LOOSE...ALL BECAUSE OF *ME.*

BECAUSE *PETER PARKER* GOT A *JOB.*

A *NEW* LIFE FOR HIM AND HIS WIFE IN *PORTLAND.*

A FRESH START WITH A *BABY* ON THE WAY.

I TRIED TO DO THE *RIGHT THING.*

BY GETTING A STAFF POSITION AT THE RESEARCH FACILITY WHICH WAS ORIGINALLY RESPONSIBLE FOR CREATING *SPIDER-MAN--*

--I THOUGHT I COULD LEARN MORE ABOUT WHAT MADE ME TICK--

A BULLDOG SCIENTIST IMPROPERLY USING *MY* RESEARCH--MY *BLOOD*--TO TREAT *HER* PATIENT.

AND THAT PATIENT ESCAPES TO *TERRORIZE* THE CITY.

FORCING ME TO RENEGE ON A *PROMISE* I'D MADE TO *MARY JANE.*

"PETER, I'M LEAVING BECAUSE I COULDN'T WAIT ANY LONGER..."

FORCING ME TO PUT ON THE *COSTUME* AGAIN.

FORCING HER TO *LEAVE* ME.

--SO THAT I'D BE PREPARED FOR ANY UNEXPECTED CONTINGEN-CIES WHICH MIGHT AFFECT OUR BABY.

LOOK WHAT I GET FOR ALL MY EFFORTS.

I TRIED TO DO THE RIGHT THING.

Peter, I'm leaving because I just didn't wait

CAN I REALLY *BLAME* HER FOR GOING?

"PETER, I'M LEAVING BECAUSE I COULDN'T WAIT ANY LONGER..."

LOOK HOW I DEALT WITH OUR PROBLEM--

I DIDN'T EVEN *FINISH* READING HER NOTE.

TOSSED IT ASIDE IN *ANGER*--

--PUT THE COSTUME ON AND SPENT ALL NIGHT BUILDING-HOPPING!

ANSWERING MACHINE LIGHT IS ON.

"PETER, I'M LEAVING BECAUSE I COULDN'T WAIT ANY LONGER..."

DID SHE CALL?

THIS IS TCI CABLE. CALL US TO SCHEDULE YOUR HOOK UP.

BEEP

PETEY-- THIS IS KEN ELLIS AT THE BUGLE.

WHAT DOES THAT *DORK* WANT?

GIMME A BUZZ BACK-- NEED TO PICK YOUR BRAIN FOR A STORY I'M COOKING.

BEEP

PARKER, IT'S FALCONER.

CALVIN--? OH NO--I FORGOT--

YOU'RE LATE.

I WAS SUPPOSED TO MEET HIM AT *7:00!*

WE HAVE A FOUR-HOUR DRIVE AHEAD OF US!

HE'S GOING TO KILL ME

HE LIVES DEEP IN THE WOODS NORTH OF THE CITY.

CAL AND I HAVE TO SEE HIM--SEE IF HE'LL HELP US--LET US EXAMINE HIM--TO FIND A CURE FOR VERYS.

TRAFFIC IS LIGHT. CITY'S YEARS AWAY FROM BEING LIKE THE BIG APPLE.

GOOD, PETER--DAYDREAM.

TOO MUCH TO THINK ABOUT RIGHT NOW.

TOO MUCH...

...TO THINK ABOUT...

THAT'S THE PROBLEM, MOM...

...YOU LEFT ME TOO MUCH TO THINK ABOUT...

IN ORDER TO FIND A WAY TO STOP TENDRIL--*RIVER VERYS*--WE FIRST HAVE TO FIND A WAY TO *CURE* HIM.

TWO YEARS BEFORE THE LATE, NOT-MISSED *DR. MONICA STAPHOS* PLAYED *GOD* WITH VERYS--

--SHE HAD TREATED A MAN NAMED *PAUL CONTONI* WITH A MORE PRIMITIVE VERSION OF HER SYNTHETIC SKIN DERIVATIVE.

JANET VERYS
1952 - 1973

SPLICHT SHISH SPLICHT SHISH

...ABOUT THE WORLD AND HOW...HOW... WRONG IT IS.

I MEAN, FACE IT, YOU PULL A JANIS JOPLIN WHEN I'M ONLY TWO YEARS OLD-

LEFT ME CONFUSION...AND DOUBT...

...SO WHAT SHOULD I GIVE BACK...?

--SO THAT DADDY CAN RAISE ME?

HE'S SO STRUNG OUT, I'M IN AND OUT OF FOSTER HOMES MY WHOLE LIFE...

YEAH...YOU LEFT ME A LOT TO THINK ABOUT, MOM.

ALL I CAN LEAVE YOU--AND THE WORLD--IS A LITTLE BIT OF ME.

ANGER.

HATRED.

PAIN.

SLITHER

'CAUSE THAT'S ALL I REALLY HAVE LEFT TO GIVE...

NEW YORK.

QUEENS.

THE HOME OF THE LATE MAY PARKER.

BUZZZZZ

ZZZ CHIK

S'NOT EVEN SEVEN-THIRTY MY TIME YET...

10:20

PREGNANT WOMEN SHOULD NOT FLY ACROSS THREE TIME ZONES.

AND THEY SHOULDN'T BE WAKING UP ALONE IN A STRANGE BED.

WHY DIDN'T YOU CALL LAST NIGHT, PETER?

DIDN'T YOU READ THE NOTE I LEFT?

OR WERE YOU TOO BUSY PLAYING SPIDER-MAN?

WHAT AM I GOING TO DO?

GOD HELP ME... I DON'T KNOW WHAT I'M GOING TO DO...

MANHATTAN.

THE APARTMENT OF REPORTER KEN ELLIS...

ELEVEN IN THE MORNING?!

OH, MAN--I OVERSLEPT.

SERVES YOU RIGHT, SINCE YOU DIDN'T GO TO SLEEP TILL *FIVE* IN THE MORNING!

LOOK UP "*TIRED*" IN *WEBSTER'S* KENNY.

OMELETTE EYES, FRAZZLED NERVES AND A PARTIAL LOBOTOMY.

LEAST YOU CAN EXPECT...

...AFTER SPENDING ALL NIGHT WATCHING OLD *SPIDER-MAN* TELEVISION APPEARANCES!

--FINE--I'LL START CLOSER TO *HOME*--

--DEAL WITH PEOPLE WHO'VE GOTTEN *INVOLVED* WITH SPIDEY...

WELL, AT LEAST I KNOW EVERYTHING THAT SPIDEY HAS *DONE*.

NOW IT'S TIME TO START FINDING OUT *WHO* HE'S DONE THEM *TO*.

TIGHT-BUTT *EDITOR IN CHIEF JOE ROBERTSON* REFUSES TO LET ME FLY TO PORTLAND TO DIG AT PARKER--

...AND THAT MEANS ROBBIE'S OWN ASSISTANT-- *BETTY BRANT!*

IT'S AFTER NOON AS FALCONER FINALLY SLOWS THE CAR DOWN.

IS THIS IT?

BEEN ONE OF THE QUIETEST, MOST UNCOMFORTABLE MORNINGS OF MY LIFE.

G.A.R.I.D.

ONLY DIRT ACCESSWAY FOR THREE MILES.

WE KNOW CONTONI'S HOUSE IS PRETTY DEEP IN THE WOODS, SO...

...WE'LL *BAJA* IT AND FIND OUT.

WAS THAT, LIKE, *SHIELD* SECRET AGENT DETECTIVE TRAINING IN ACTION, OR WHAT?

DON'T TRY TO HUMOR ME, *PARKINS.*

WHY DO YOU KEEP CALLING ME THAT?

INSIDE JOKE.

AS OPPOSED TO US OUT HERE NOW?

TRANSLATE.

YOU AND ME IN THE WOODS--WE'RE AN *OUTSIDE* JOKE.

FUNNY.

KEEP AN EYE OUT FOR *BEARS.*

BEARS?

G.A.R.I.D.

THERE AREN'T BEARS OUT HERE...

...*ARE THERE--?*

HIS SILENCE IS SCARIER THAN THE TRUTH.

NOK NOK

IT'S A NICE HOUSE.

AFTER WHAT CONTONI WENT THROUGH--

--IT'S THE *LEAST* OF WHAT HE DESERVES.

GO AWAY

I REMEMBER YOU

I KNOW WHY YOU'RE HERE.

YOU DO?

KILLER YOUR FAULT...

MR. CONTONI?

I'M HERE REPRE-SENTING THE GALAN-NAN--

VOICE LIKE *FROSTED FLAKES* BEING STEPPED ON.

GARID

RIGHT?

I'M AFRAID THAT'S RIGHT, SIR.

WE NEED YOUR HELP IN FINDING HIM.

HE IS LIKE ME?

IN A WAY. CAN WE--

GO AWAY!

SLAM!

NEVER HELP GARID AGAIN!

GARID

THERE IS QUANTITY OF LIFE... AND QUALITY.

PLEASE GO AWAY.

SIR...I WAS UNDER THE IMPRESSION THAT THE GALANNAN RESEARCH CENTER *SAVED* YOUR LIFE TWO YEARS AGO.

BUT, MR. CONTONI, DON'T YOU WANT THIS MADMAN OFF THE STREETS?

I DON'T CARE ANYMORE...

OH, YOU'LL CARE AFTER I GET MY *TRANQ GUN* OUT OF THE CAR...

...AND KICK YOUR DOOR DOWN...

WE CAN'T *MAKE* HIM DO ANYTHING HE DOESN'T WANT TO!

IF ANYONE HAS A RIGHT TO HIS PRIVACY--

--TO *IGNORE* WHAT IS GOING ON WITH THE WORLD OUTSIDE...

...IT'S HIM-- ISN'T IT?

CALVIN-- WAIT!

WASTE OF A DAY.

BUT THE NIGHT WILL BE A *LOT* MORE INTERESTING.

PAUL CONTONI IS GOING TO GET A FRIENDLY NEIGHBORHOOD VISIT FROM SOMEONE WHO UNDERSTANDS WHAT HE'S GOING THROUGH...

MANHATTAN.

LUNCH WITH **BETTY BRANT** RUNS LONG. FINE BY ELLIS.

NOTHING HE LIKES MORE THAN A **SOURCE** WHO JUST SO HAPPENS TO BE A **BABE**...

SO YOUR BROTHER GOT IN OVER HIS HEAD, *huh?*

OH, IT WAS MORE LIKE **BENNETT** HAD BEEN DROPPED INTO THE OCEAN WITH AN **ANCHOR** AROUND HIS ANKLES!

THE **BRANT** FAMILY HAS ALWAYS BEEN GOOD AT SCREWING THEIR LIVES UP.

AND HIS DEATH WAS SPIDER-MAN'S FAULT?

NO--I *THOUGHT* THAT AT FIRST--BUT IT WASN'T.

IT WAS BENNETT'S OWN FAULT--AND *DOCTOR OCTOPUS'S.*

NOW DON'T TELL ME, PETER WAS THERE TO GET THE PICTURE, RIGHT?

ONCE-- HE EVEN *IMPERSONATED* SPIDEY!

GEDDOUDDAHERE!

NOT THAT TIME, I DON'T RECALL-- BUT BACK THEN--

--IT SEEMED PETER WAS *ALWAYS* DOING RECKLESS THINGS.

LIKE WHAT?

WHY WOULD SOMEONE AS *NERDY* AS PARKER TAKE A RISK LIKE THAT?

HE WAS TRYING TO SAVE ME FROM DOCTOR OCTOPUS.

HE HAD QUITE A *CRUSH* ON ME BACK THEN.

AND I... WAS VERY FOND OF HIM, TOO.

HE'D LOST HIS PARENTS, HIS *UNCLE BEN* HAD BEEN *MURDERED.*

YEAH, THAT'S RIGHT. WHEN WAS THAT?

BUT IT'S MORE THAN THAT.

THE MONEY HE MADE FROM PHOTOGRAPHY WENT TO HELPING HIS *AUNT MAY.* SHE WAS ALWAYS *SO* FRAIL.

PETER CARRIED AROUND SUCH A-- *BURDEN*--OF RESPONSIBILITY.

OH, RIGHT BEFORE I MET HIM.

YEAH, RIGHT, THINKS KENNY.

*RIGHT ABOUT THE TIME SPIDER-MAN **STOPPED** MAKING APPEARANCES ON TELEVISION--*

*--AND **STARTED** HIS CAREER AS A DO-GOODER SUPER HERO.*

*AND PETER'S UNCLE GOT KILLED...hmmm, COINCIDENTALLY ENOUGH, RIGHT **BETWEEN** THOSE TWO EVENTS!*

BURDEN OF RESPONSIBILITY, ALL RIGHT, KENNY SMILES. A LITTLE GUILT, TOO?

IT'S NOT STEW YET, HE KNOWS, BUT IT'S SMELLING BETTER AND BETTER...

LATER. UPTOWN.

MARY JANE--LUV--A SMILE WOULD BE NICE.

PRETENDING YOU WANT TO BE HERE, YOU KNOW--

--DOING YOUR JOB--MODELING THE OH-SO-LOVELY RYAN LINE OF MATERNITY CLOTHES!

I'M SORRY, ROLFE.

I GUESS I'M JUST A BIT JET-LAGGED IS ALL.

LETS JUST CALL IT QUITS FOR THE DAY THEN, OKAY?

THANKS.

I'LL BE FINE...

...ONCE PETER CALLS!

COME ONNNNN...

HE'S NOT AT HIS WORK STATION.

TRY HIM AT HOME AGAIN JUST IN CASE...

BRING BRING BRING BRING

HI, PETER AND MJ ARE HAVING TOO MUCH FUN RIGHT NOW. YOU KNOW WHAT TO DO.

BEEP

KLIK BUUUUUUUU

WHAT DO I SAY TO A MACHINE?

HOW DO I TELL HIM HOW *MAD* I AM--HOW *HURT*--

--THAT HE HASN'T TRIED CALLING ME SINCE I LEFT?

MJ, DAHLING, DO TRY TO SLEEP TONIGHT!

I'LL CATCH A WINK BETWEEN *PARTIES*, ROLFE.

DAILY BUGLE. CIRCULATION. PLEASE HOLD.

HOW MANY WINGS DID HE HAVE, MA'AM?

ALIENS IN YOUR MICROWAVE? PLEASE HOLD.

THANKS FOR LUNCH, KEN.

MY PLEASURE, BETTS.

THINK ROBBIE HAS A MINUTE?

YOU *KNOW* WHAT HE'S GOING TO SAY...

SORRY, KEN, BUT I WON'T SPRING FOR A FLIGHT OUT TO PORTLAND JUST SO YOU CAN *HARASS* A FORMER EMPLOYEE.

NOT HARASS, ROBBIE, *QUESTION.*

THAT'S WHAT *REPORTERS* ARE *SUPPOSED* TO DO...

...*REMEMBER?*

YOU STILL HAVE BACKGROUND INFORMATION TO PROVIDE ON THE *HAVERSHAW* MURDER.

I NEED MORE THAN ONE SOURCE IN THE POLICE DEPART-MENT.

YOU WANT A *FRONT PAGE* ON THAT STORY, THEN YOU HAVE TO GIVE ME WHAT I NEED.

YOU READY TO DO THAT?

THAT'S WHAT I THOUGHT.

YOUR EYES ARE BIGGER THAN YOUR STOMACH, KEN.

JOE ROBERTSON

THAT'S BECAUSE I'M *HUNGRIER* THAN EVERYONE HERE PUT--

--TOGETHER--?

MARY JANE--?!

MR. ELLIS.

JOSEPH ROBERTSON

WHAT ARE YOU DOING HERE?

NO, NO--I MEAN IN NEW YORK?

SEEING SOME FRIENDS.

MJ--?

EXCUSE ME.

SHOOR.

ROBBIE! HOW'VE YOU BEEN?

USUAL. IN FOR A *MODELING* SHOOT?

YUP.

SIT. TALK...

YUP...FUNNY, I HAD LUNCH, BUT I'M STAAAAR-VING...

DROVE BACK TO GARID WITH CAL.

FINISHED WORKING AT SIX.

DROVE BACK UP TO CONTONI'S.

MY BUTT FEELS LIKE IT'S GOT *ANTS* CRAWLING ON IT.

ALWAYS TOOK FOR GRANTED...

...JUST HOW *LIBERATING* THIS IS.

THEN AGAIN, WHICH IS THE LESSER OF TWO EVILS--BEING STUCK IN A CAR ALL DAY--

--OR FENDING OFF LORD-KNOWS-WHAT IN THE WOODS?

OOH, *SPIDER-SENSE* JUST ATE A *JALAPENO.*

WHAT IS THIS-- *BROWN SNOW?*

I KNOW I'M HOMESICK FOR NEW YORK, BUT THAT'S A BIT MUCH.

HRARRRRRRGHHHGGG!

IN THE WORDS OF WILE E. COYOTE...

...YIPE!

SO I'M THINKING TWO THINGS RIGHT ABOUT NOW:

A) FALCONER WASN'T LYING. THERE *ARE* BEARS HERE!

B) THAT SOUNDED AN *AWFUL* LOT LIKE FROSTED FLAKES-- *SHOUTING--?*

THEN THEY THROW YOU A CURVE: C) BOTH A AND B--

--NAAAH, WHO WOULD *EVER* HAVE THOUGHT C) WAS THE *ANSWER?!*

JOKE NOW, PARKER. SHRIVEL IN FEAR LATER

CONTONI--IN THE PALE MOONLIGHT-- A *GUTTERAL SCREAM* RUMBLES OUT OF HIS LUNGS LIKE A CONCRETE MIXER--

--HIS BODY LOOKS LIKE A PATCHWORK OF *DRIED LEAVES*--

--*THE THING* MEETS A BOWL OF *WHEATIES*--

THE ANGER INSIDE OF HIM IS ALMOST *PALPABLE.*

CAN *FEEL* IT IN THE AIR--

--LIKE THE TUFTS OF HIS *SLOUGHED SKIN* FLOATING BY.

I'MCRAZYFOR DOINGTHIS

I'MCRAZYFOR DOINGTHIS

EXCUUUSE ME--

--BUT ARE YOU AWARE OF THE **BEAR** ESSENTIALS GOVERNING FOREST CONDUCT?

RULE NUMBER ONE: **BEAR** TO THE LEFT WHEN PASSING.

DEUS: WHEN RIDING **BEARBACK**, PLEASE USE TUSHY-LOTION.

TRES: ALWAYS BEAR WITH WOOD-LAND-NOVICE CITY SUPER HEROES.

HEY--YOU'RE **BEAR**-LY LISTENING, AREN'T YOU?

SHWUMPH

QUICK, SAY SOMETHING BEFORE YOU **BARF!**

uhm...

SHKKRINKRR

SHINKRPNNNK

...SURE IS NICE TO MEET A GUY WHO CAN **PULL HIMSELF TOGETHER** AFTER FALLING APART LIKE THAT...

YOU ARE SPIDER-MAN--!?

WHAT DO YOU WANT?

uhm...A RED BICYCLE FOR CHRISTMAS?

TO SEE J. *JONAH JAMESON* GET AN UNMENTIONABLE RASH?

TO FIND SOMEONE WILLING TO CHANGE DIAPERS FOR NO PAY?

SER-IOUSLY--I'VE GOT-TEN MY-SELF INVOLVED IN THIS MESS WITH GARID AND TENDRIL.

I SAW THE NEWS REPORTS.

NOT MY FINEST HOUR BY ANY MEANS--WHICH IS WHY I'M HERE TO ASK YOU FOR YOUR--

NO!

SHRUNK!

LISTEN--I UNDERSTAND HOW ANGRY YOU ARE--

--HOW YOU WOULDN'T WANT TO HELP GARID AFTER WHAT THEY DID TO YOU--

--BUT PEOPLE LIKE ***US***--WE DON'T HAVE MUCH CHOICE ***BUT*** TO GET INVOLVED!

LIKE US?

WE ARE NOT THE SAME!

WE'VE BOTH BEEN *CHANGED* BY CIRCUMSTANCES BEYOND OUR CONTROL!

GRANTED POWERS--ABILITIES--AND WE *DO* HAVE A *CHOICE* AS TO HOW TO USE THEM!

YOU CHOOSE TO HIDE IN *ISOLATION* AND *BROOD*--

--I CHOOSE TO TRY AND MAKE A SMALL *DIFFERENCE* IN THE WORLD!

MAYBE YOU'RE *RIGHT*, CONTONI--MAYBE WE'RE *NOT* THE SAME AFTER ALL!

UNDER YOUR MASK--YOU ARE LIKE

ME?

no.... I'M...I--STILL LOOK--HUMAN--

--BUT MY *INSIDES* HAVE CHANGED--IN A WAY *SIMILAR* TO THE KILLER, VERYS--

--WHO, IN TURN, IS SIMILAR TO *YOU* ON THE *OUTSIDE*.

SOME FAMILY TREE.

YEAH, NO KIDDING.

GARID NEEDS TO SEE HOW THE SYNTHETIC SKIN DERIVATIVE *CHANGED* BETWEEN YOUR CASE AND VERYS'S.

BY TRYING TO UNDERSTAND THE DIFFERENCES, THEY HOPE TO FIND A *CURE* TO VERYS'S CONDITION--MAYBE EVEN TO *YOURS!*

AND YOU?

WELL, I HAVE A BABY ON THE WAY-- I NEED TO LEARN ABOUT *MYSELF*--MY PHYSIOLOGY--

--TO MAKE SURE THAT MY CHILD IS--

--WELL, NEVER TURNS INTO--

--SOMETHING--

A MONSTER LIKE ME?

SHWAFWOOMPH!

KRASH!

THIS GUY'S GOT THE *RAPUNZEL MEETS RAMBO* OF HAIR-TRIGGER TEMPERS.

HE CAN'T REALLY HURT ME--BUT I CAN'T HURT HIM, EITHER!

(NOT THAT I WANT TO)

oomph

BUT HOW CAN I GET HIM TO CHANGE HIS MIND--

--SHORT OF THE OBLIGATORY AND *REALLY* COUNTERPRODUCTIVE--

--"POUND HIM INTO SUBMISSION" METHOD OF PERSUASION?

(AND HOW DO YOU BEAT UP A PILE OF LEAVES, ANYWAY?)

DON'T TOUCH ANYTHING!

HOUSE LOOKS LIKE A REALIZED *'50s SITCOM*. TOO NICE. TOO NEAT.

INCLUDING THE PICTURE OF THE ALL-AMERICAN...

...*FAMILY?*

THEY *LEFT* YOU, DIDN'T THEY, PAUL?

MONICA STAPHOS SAVED YOUR LIFE--CURED YOU OF THE *NECROTIZING FACITIS* WHICH WAS RAVAGING YOUR BODY--

--BUT THE *PRICE* YOU PAID WAS THE LOSS OF YOUR WIFE AND SON?

HOW COULD I BLAME HER?

WHAT IF YOU COULD GET THEM *BACK*, PAUL?

WHAT IF-- BY HELPING US STOP VERYS--YOU MIGHT BE HELPING TO FIND A *CURE* TO YOUR CONDITION?

NO GUARANTEES-- BUT AREN'T THEY *WORTH* TAKING THE RISK FOR?

RISK OF *HURT*.

OF *PAIN*.

THE RISK OF FINDING *HAPPINESS* AGAIN!

TAKING THE CHANCE TO BE A PART OF THE LIVING...

...TO REGAIN YOUR *FAMILY*!

SHERYL.

MICHAEL.

I TELL HIM PETER PARKER WILL PICK HIM UP WITHIN THE HOUR.

THE RIDE DOWN TOWARDS PORTLAND--

--IS A LOT MORE PLEASANT THAN THE DRIVE UP WITH FALCONER WAS!

(EXCEPT CONTONI KEEPS TELLING ME HE'D RATHER DRIVE.)

AND FOR THE FIRST TIME IN A WEEK--

--I FEEL GOOD-- ABOUT MYSELF-- AND THE CHANCES FOR THIS TO WORK OUT--

--ABOUT CURING PAUL--

--ABOUT STOPPING VERYS--

--ABOUT SAVING MY MARRIAGE--

--ABOUT GETTING ALL OF THIS DONE WITHOUT ONE MORE PERSON--

--GETTING HURT...

QUEENS...

THANKS FOR COMING BY--

--BEN.

IT'S GREAT TO SEE YOU AGAIN, MJ.

EVEN UNDER THE *CIRCUM-STANCES* AND ALL.

I CAN'T HELP BUT FEEL ***RESPONSIBLE*** FOR THE PROBLEMS YOU AND PETER ARE HAVING.

AN ENDEARING AND INFURIATING TRAIT YOU GUYS SHARE.

REGULAR FOR YOU, DECAF FOR ME.

WHAT TRAIT?

THAT WHOLE "GREAT POWER/GREAT RESPONSIBILITY". THING.

OH--I THOUGHT FOR A MINUTE THERE, PETE HAD ***DYED*** HIS HAIR ***BLOND***, TOO!

A MODEL IS USED TO SEEING PEOPLE CHANGE THEIR HAIR COLOR ALL THE TIME, BUT I HAVE TO ADMIT--YOUR ***NEW LOOK*** TOOK ME BY SURPRISE.

GOOD SURPRISE OR BAD?

SORT OF AN "I NEVER PICTURED YOU WITH THAT ***JAMES DEAN*** BY WAY OF ***SAVED BY THE BELL*** LOOK" KIND OF SURPRISE.

I STILL DON'T KNOW HOW TO TAKE THAT.

YOU'RE NOT SUPPOSED TO.

WELL, I HAD TO MAKE MY-SELF LOOK *DIFFERENT* THAN PETER, SO I FIGURED--*uhm...*

...WELL...*WHY NOT?!*

I'M JUST BUSTING YOU, BEN.

ANYTHING TO AVOID TALKING ABOUT THE PROBLEMS I'M HAVING.

BING BONG!

AS IF ON CUE.

IT'S ALMOST MIDNIGHT.

WHO COULD IT BE? WHO EVEN KNOWS I'M STAYING--

--HERE--?

SORRY TO BOTHER YOU SO LATE, MJ--

--BUT I JUST THOUGHT YOU'D LIKE TO SNEAK A PEAK--

--AT TOMORROW'S FRONT PAGE!

FINAL DAILY BUGLE 50¢

THE NEWSPAPER REVEILLE™

SPIDER-MAN IDENTITY REVEALED!

FALCONER, ERIC SCHWINNER, CONTONI. WE'RE BURNING THE MIDNIGHT OIL.

I FEEL LIKE THEY ALL LOOK, *EXHAUSTED*.

GALANNAN
ALTERNATIVE RESEARCH FOR IMMUNIZATION DEVELOPMENT

MORE THAN MENTALLY FATIGUED, THOUGH-- *PHYSICALLY* SHOT.

THAT SHOULDN'T BE.

BUT EVER SINCE MY FIGHT WITH TENDRIL, I'VE FELT *SLUGGISH*.

I THOUGHT IT WAS JUST THE PRESSURE AND ALL.

I TAKE A BREAK AND DO A QUICK WORK-UP OF MY OWN BLOOD.

I DON'T LIKE WHAT I FIND, BUT I DON'T HAVE THE TIME TO DEAL WITH IT RIGHT NOW.

VERYS IS NOW TENDRIL BECAUSE *MY GENOME STRUCTURE* BECAME ATTACHED TO *HIS* DNA SEQUENCE.

THAT ALLOWED HIS BODY TO SUCCESSFULLY WARD OFF THE *NECROTIZING FASCITIS* HE HAD CONTRACTED.

WITHOUT THE *EXONS* FROM MY *mRNA* SEQUENCING, MONICA'S SSD WOULD HAVE CREATED *ANOTHER* VERSION OF CONTONI.

VERYS WOULD HAVE *SURVIVED*, BUT THE CURE WOULDN'T HAVE BEEN PREFERABLE TO THE DISEASE. THE *PATENT* ON THE TREATMENT WOULD BE USELESS.

I'VE KNOWN THIS ALL ALONG, AND HAD TO DANCE AROUND THE ISSUE WITH ERIC--

--BECAUSE I COULDN'T TELL HIM IT WAS *MY* "SPIDER-BLOOD" WHICH MADE THE DIFFERENCE!

BUT NOW WE'VE ISOLATED THE CHANGES IN VERYS'S *POLYGENETIC STRUCTURE* AND WE CAN PINPOINT WHAT NEEDS TO BE DONE.

BOTH TO *RESET* THE *OPERONS* IN VERYS, REVERTING HIM BACK TO A BASELINE *HUMAN* GENETIC PATTERN--

--AND TO DO THE *SAME* FOR CONTONI!

WILL IT WORK?

IT'S A COMPLI-CATED PROCED-URE, PAUL.

AND IT'S STILL DEPENDENT ON TWO THINGS: ONE, THE *GENOME ACCELERATOR* EQUIPMENT WILL REQUIRE *PRECISE* WAVELENGTH CALIBRATION.

AND TWO: WE STILL HAVE TO *APPREHEND* VERYS FOR ANY OF THIS TO WORK!

GOD--AND LUCK--WILLING--AND WE'LL BE ABLE TO CURE YOU FOREVER!

FUNNY. SEE...IT WAS MY BLOOD THAT CHANGED VERYS.

AND SOMEHOW, EITHER HERE IN THE LAB OR DURING MY FIGHT WITH HIM--

--*I'VE* CONTRACTED THE *NECROTIZING FASCITIS* SKIN DISEASE!

SO NOW I NEED VERYS, TOO--

--NOT ONLY TO SAVE MY LIFE, BUT (*HERE'S THE FUNNY AND IRONIC PART, ALL THINGS CONSIDERED*)--

--BY COMBINING THE ELEMENTS OF *HIS* STRUCTURE BACK INTO MY *OWN*--

--AND BY USING THE GENOME ACCELERATOR WHICH *IRRADIATED* THE *SPIDER* THAT *BIT* ME SO MANY YEARS AGO--

--I'LL HAVE A WAY TO *GET RID OF MY SPIDER-POWERS ONCE AND FOR ALL!*

TO BE CONCLUDED!

The monstrous creature now called *Tendril* continues his killing spree in Portland, Oregon, forcing the retired *Peter Parker* to once again don the familiar red-and-blue costume of the amazing *Spider-Man!*

As he grows more obsessed about bringing Tendril to justice, Peter's pregnant wife, *Mary Jane Watson*, leaves town! Has the spectre of the wall-crawler cost him his marriage? Meanwhile, *Ken Ellis*, ever-resourceful reporter for the *Daily Bugle*, continues an investigation that can only lead to the discovery that Peter Parker is Spider-Man! And Peter himself learns that sometimes the best weapon to use against a monster... is *another* monster!

This is Spider-Man's final adventure...
and he's going out with a *bang!*

The Presentation STAN LEE dreads making! Is this it? Will this be the FINAL ADVENTURE of PETER PARKER as

SPIDER-MAN

TO END THE BEGIN

brought to you by
FABIAN NICIEZA
writer
DARICK ROBERTSON
penciler
JEFF ALBRECHT, GREG ADAMS & CHRIS IVY
inkers

BILL OAKLEY / N.J.Q.
letters
GREG WRIGHT
color art
MALIBU
color separations
GLENN GREENBERG
front end
TOM BREVOORT
back end
BOB BUDIANSKY
loose end
BOB HARRAS
top end

DAILY BUGLE

SPIDER-MAN IDENTITY REVEALED!

IS THIS SUPPOSED TO SCARE ME, MR. ELLIS?

KEN ELLIS, REPORTER FOR THE DAILY BUGLE, SMILES.

WHAT GETS HIS BONES UP MORE, HE WONDERS?

THE FACT THAT MARY JANE WATSON-PARKER IS SEXY AS ALL GET-OUT WHEN SHE'S ANGRY?

OR THAT PREGNANT WOMEN ALWAYS LOOK GOOD TO HIM?

OR THAT HE CAN SENSE HE'S CLOSING IN FOR THE KILL?

MY HUSBAND WORKED IN NEWSPAPERS LONG ENOUGH--

--FOR ME TO BE ABLE TO TELL THE DIFFERENCE BETWEEN A REAL FRONT PAGE PRESS PROOF--

--AND A LAME HOME-COMPUTER MOCK-UP!

CAN'T BLAME A GUY FOR TRYING, MJ.

YES, I CAN, ELLIS!

YOU'VE HOUNDED PETER AND ME FOR DAYS NOW-- WHY?

'CAUSE I NEED YOU TWO FOR MY STORY, THAT'S WHY!

THERE'S A CONNECTION BETWEEN SPIDER-MAN, THE SCARLET SPIDER, THE GUY IN THE NEW SPIDER-COSTUME AND YOUR HUSBAND!

"DON'T LOOK UP," BOTH MJ AND HER CEILING-CLINGING GUEST SILENTLY MUTTER TO THEMSELVES.

OR THAT SHE FIGURED OUT HIS CHEAP ATTEMPT TO SCARE HER INTO TALKING?

IF ELLIS WERE TO SEE BEN REILLY...

TALK TO ME, MRS. W-P!

PROVE TO ME THAT I'M *WRONG* ABOUT PETER AND THE SPIDEYS!

YOU'RE A *REPORTER*, ELLIS--I DON'T HAVE TO PROVE YOU WRONG--

--YOU HAVE TO PROVE YOU'RE *RIGHT!*

SLAM

FWOOOO

THINK HE SAW ME?

NO--HIS EYES STAYED IN THEIR SOCKETS THE WHOLE TIME.

PROBABLY WASN'T SUCH A GOOD IDEA FOR ME TO COME HERE, *HUH?*

BEN, IT'LL ALWAYS BE HARD TO WORK THROUGH--

--BUT YOU HAVE AS *MUCH* RIGHT TO MAY'S HOUSE--THESE MEMORIES--AND OLD FRIENDS--AS *MY* PETER DOES.

I SCREAM CLONES.

DON'T EVEN *JOKE* ABOUT *ICE CREAM* AROUND A PREGNANT WOMAN!

ELLIS WON'T GIVE UP, WILL HE?

NO...HE'S A *SNARK.* A SNAKE *AND* A SHARK. HE WON'T STOP...

...*UNLESS* IT'S IN HIS BEST INTEREST...

DEVILISH GRIN EQUALS AN IDEA?

"*THE ENEMY OF MY ENEMY...*"

"...IS MY FRIEND." HOW IRONIC.

MY ENEMY IS A *DISEASE* WHICH IS EATING AWAY AT THE VERY THING THAT MAKES *PETER PARKER* WHO HE IS--*SPIDER-MAN.*

AND I'M SCOURING *PORTLAND,* SEARCHING FOR A MADMAN ON THE LOOSE.

A SUPERHUMAN KILLER *I'M* INDIRECTLY RESPONSIBLE FOR CREATING.

RIVER VERYS--*TENDRIL*--WHO *GAVE* ME THE *NECROTIZING FASCITIS* WHICH IS CHEWING AWAY AT MY GENETIC STRUCTURE.

THE MAN HOLDING THE KEY TO *SAVING MY LIFE*--

--AND POSSIBLY *ELIMINATING* MY SPIDER-POWERS AT THE SAME TIME!

WE STUDIED THE *FIRST* RECIPIENT OF THE *SYNTHETIC SKIN DERIVATIVE* THAT CHANGED VERYS--

--AND FOUND A WAY TO *TRACK* HIS *ENERGY SIGNATURE.*

I RIGGED A *SCANNER* AND LEFT THE PEOPLE AT *GARID*--THE *SCIENCE LAB* WHERE I WORK, AND WHERE VERYS WAS A PATIENT.

I HAVE TO FIND TENDRIL BEFORE THEY DO.

STOP HIS *MURDER SPREE*--

HOTEL GOVERNOR

--LEARN MORE ABOUT MY *OWN* BIOLOGICAL SYSTEMS--

--BE PREPARED SHOULD MY *UNBORN CHILD* NEED HELP DOWN THE ROAD--

Peter,

I'm leaving because I could wait any longe Where are you Out playing Spider-Man even though promised m wouldn't a more?

--FIX EVERYTHING--

--WITH MJ...

SPIDER-SENSE JUST JIGGLED LIKE *CHRIS FARLEY* ON A BAD *SNL* SKIT.

THE SCANNER SHOWS THAT VERYS IS CLOSE.

INSIDE THE BUILDING ACROSS THE STREET.

THE *GOVERNOR HOTEL*. FOR A *PSYCHO*, HE HAS GOOD TASTE.

BUT HOW COULD HE JUST WALK IN AND GET A ROOM LOOKING LIKE A REFUGEE FROM A WATERLOGGED *FABRIC* FACTORY?

UNLESS...HE FOUND A WAY TO REVERT BACK TO HUMAN FORM?

HE COULD PASS FOR A *NORMAL* PERSON UNTIL IT'S TOO LATE?!

WHICH *ROOM* IS HE IN?

...HAS COMPLETE CONTROL--

DON'T SCREAM.

JUST RELAX AND ACCEPT...

...THAT SOMEONE ELSE...

AH, FINALLY AWAKE.

--OVER YOUR LIFE AND DEATH!

WH-WHO ARE Y-YOU--?

I'M THE DIRT UNDER YOUR FINGERNAILS.

I'M THE SCAB YOU PICK AT AGAIN AND AGAIN.

I'M THE STINK YOU TASTE WHEN YOU'RE SICK.

...WAITING TO SPLASH OUT...

--OF BLOOD... COURSING THROUGH YOUR VEINS...

HATRED LIKE A CURRENT--

RIDE THE RAGING RAPIDS OF MY ANGER.

MY NAME IS RIVER. GO WITH THE FLOW.

Y-YOU'RE--CR-CRAZY--!

OR I JUST HAVE A DIFFERENT DEFINITION OF THE WORD SANITY?

ARE YOU--G-GROWING--ARMS--?

YEAH...THEY DON'T DO MUCH, BUT THEY LOOK GREAT!

SLIGHTHPPTHITCH

NOW THEN...FEEL FREE TO SUFFOCATE.

SEE, THAT'S WHAT POWER HAS GIVEN ME--FREEDOM OF CHOICE--

--OVER THE LIVES OF OTHERS--

--FROM THE RESPONSI-BILITIES OTHERS PUT ON ME--

--IT'S REALLY PRETTY COOL, IF YOU MUST KNOW.

VERYS--!

CRASSH!

IT'S OVER!

HAVE TO MOVE FAST--

--THAT'S WHY I DITCHED THE TOOL BELT I'D BEEN USING ON THE ROOF--

--GIVE ME A LITTLE MORE MOBILITY--

--'CAUSE I'LL NEED EVERYTHING I CAN GET--

--AGAINST A GUY WHO CAN BASICALLY UNRAVEL HIMSELF EVERYTIME I TRY TO GRAB HIM!

SSSSSSLITHERRRIIIPPPPTHUPP PPPP SSSLITHHH ARRRI!!! PPPPPPPP

HERE'SSS YOUR CHOICE--COME AFTER ME--AND THE GIRL CHOKESSS--

NO CHOICE AT ALL.

AND I DON'T EVEN MAKE A WITTY COMEBACK.

NOT MUCH IS FUNNY IN ALL THIS.

THANK YOU, THANK YOU

OR MAYBE I'VE JUST... *OUT-GROWN*... THAT BANTER?

I PULL TENDRIL'S CLOTH-LIKE GLOP OFF HER NOSE AND MOUTH.

TINGLE, TINGLE.

IT'S OKAY NOW, MA'AM.

OPEN UP IN THERE--THIS IS THE MANAGE-MENT!

THEY PROBABLY WANT TO CHARGE ME FOR THAT *SNICKERS* BAR I ATE FROM THE SERVOBAR.

HAH. I STILL GOT IT.

OH GOD, MR. *FORBES* IS DEAD!

NOW I JUST HAVE TO REMEMBER THE RIGHT TIMES TO USE IT.

I DON'T HAVE THE LUXURY OF PLAYING KEY-STONE COPS WITH THESE GUYS.

GOVERNOR

COPS. AND GARID SECURITY GUARDS. GREAT. TOO CROWDED.

I DON'T HAVE THE *TIME*...I'M *WRONG* INSIDE... I CAN *FEEL* IT.

HOW LONG BEFORE THE *FASCITIS* EATS AWAY AT ANY CHANCE I HAVE LEFT OF MAKING THINGS RIGHT?

MANHATTAN. TWO A.M.

DAILY BUGLE

THE PRESSES RUN ALL NIGHT LONG TO GET THE MORNING EDITION OUT.

THE INK IS LIKE LIFE'S BLOOD TO THE PEOPLE WHO LIVE AND BREATHE NEWSPAPERS.

CHINKLUN CHINKLUN CHINKLUN

PEOPLE LIKE MANAGING EDITOR, JOE ROBERTSON.

WORDS AREN'T SPOKEN INSIDE THE PRESS ROOM. IT'S TOO LOUD.

DAILY BUGLE

MAYOR'S WIFE O... TAXPAYER BING...

WORDS AREN'T NEEDED. WHEN IT'S RIGHT, YOU FEEL IT.

THE MAYOR'S WIFE CAUGHT IN PARIS SPENDING TAXPAYERS' DOLLARS.

IT'S RIGHT.

MJ?

WHAT ARE YOU DOING HERE?

WHAT?

ROBBIE--?

hmm--?

CHINKLUN CHINKLUN CHINKLUN

THIS WAY. IT'S LESS NOISY UP HERE.

HOW CAN YOU STAND IT?

STAND WHAT?

NEVER MIND.

CHINKLUN CHINKLUN

THAT'S BETTER. I TAKE IT ELLIS HAS BEEN BOTHERING YOU?

HE WON'T LET UP, ROBBIE--

--HE CAME TO MAY PARKER'S HOUSE AT MIDNIGHT AND TRIED TO AMBUSH ME INTO TALKING!

I ASKED HIM TO BACK OFF, THEN I *TOLD* HIM TO!

I KNOW--BUT HE'S NOT GOING TO. HE SMELLS A *STORY*.

ROBBIE--AFTER EVERYTHING WE'VE BEEN THROUGH--THE PREGNANCY, THE TRIAL, THE SCARLET SPIDER--THE MOVE--

--I'M TIRED-- I DON'T KNOW IF PETER AND I HAVE ENOUGH FIGHT LEFT IN US TO STOP ELLIS...

...FROM *RUINING OUR LIVES.*

UNDER-STAND WHAT I'M SAYING?

I *HATE* KILLING A STORY, MJ. *SECOND* WORST THING I COULD THINK OF DOING.

CALVIN FALCONER AND THE COPS HAVE BEEN IN THE ROOM FOR HALF AN HOUR.

I RETRIEVED MY TOOL BELT AND SCANNER.

I CAN'T PICK UP ANY TRACE OF VERYS WHILE HIS BODY IS *THINNED-OUT* LIKE IT MUST BE IN THE HOTEL'S *VENT SYSTEMS.*

COPS ARE LEAVING? NO--FANNING OUT--COVERING AS MUCH OF THE AREA AROUND THE HOTEL AS THEY CAN.

SO ALL I CAN DO IS THE ONE THING I CAN'T AFFORD *TO DO--WAIT.*

BINGO.

TENDRIL IS *REWEAVING* HIMSELF--ENOUGH OF HIS BODY HAS *COME* TOGETHER TO REGISTER--

--BUT NOT ENOUGH TO PINPOINT AN *EXACT* LOCATION--

CALVIN'S ENERGY-SIGNATURE DETECTOR IS *MORE* SOPHISTICATED THAN THE ONE I WHIPPED UP. MAYBE THEY PICKED UP VERYS ALREADY?

SLYTHAASSH

CHHHSHTTT

AIR CONDITIONING UNIT KEEP AWAY

--YET...

...THERE!

ON THE ROOFTOP OF THE GOVERNOR--

--COMING OUT OF THE MAIN AIR-CIRCULATION GENERATOR!

BUT THE SCANNER IS PICKING UP SOMETHING *ELSE*--

SHTHASH TH THH

--SIGNATURE SOURCE IS *BUILDING* IN INTENSITY--

SH-R INK KRR SHH IN KRR NNKK

DRYROT?!

YEEAGHH!

PAUL CONTONI. THE FIRST RECIPIENT OF DR. MONICA STAPHOS'S SYNTHETIC SKIN DERIVATIVE.

HER EXPERI-MENTS SAVED HIS LIFE--BUT LEFT HIM LIKE--*THIS*.

HAD TO STOP HIM.

HE HAS AS MUCH TO GAIN OR LOSE IN ALL OF THIS AS I DO.

PAUL--I KNOW HOW IMPORTANT APPREHENDING VERYS IS TO YOU--

--BUT YOU DON'T HAVE EXPERIENCE AT THIS KIND OF THING.

YOU DIDN'T STOP VERYS-- JUST TORE HIM APART SO HE COULD ESCAPE AGAIN...

ZZZ CHAK

INTO THE GENERATOR?

FWASHA THA THOOOM!

I'D SAY THAT'S A PRETTY SAFE BET.

THE WIND FROM THE EXPOSED FANS BLEW CONTONI APART LIKE SO MANY DRIED LEAVES.

--TENDRIL CAN STICK BETTER!

I DON'T HAVE THE PATIENCE FOR THISSS KIND OF THING.

SSSEE, I'M SO HAPPY PLAYING GAMES WITH OTHER PEOPLE'S LIVES--

--THAT I CAN'T AFFORD TO HAVE YOU WASSSTING MY VALUBLE TIME.

AS FOR ME--

--LUCKY I CAN *STICK* REEEAL GOOD TO THINGS!

UNLUCKY FOR ME--

OH, IF *THIS* RUBBER-WALL CANDIDATE ONLY KNEW!

MOVING TOO SLOW.

MUSCLES CRAMPING.

SO, WHERE WAS I?

OH, THAT'S RIGHT-- TALKING ABOUT POWER--HOW TO USE IT--

HIS MOUTH--HIS VOICE, LIKE BACON *SIZZLING*-- THROWING ME OFF--

--AND HOW TO ABUSE IT!

SETHWIP!

FUNNY, THE NONSTOP *BANTER* WAS ALWAYS *MY* SECRET WEAPON.

I GOTTA TELL YOU, BUD-- KNOWING I CAN KILL ANYONE I REALLY WANT TO IS A TOTAL RUSH!

I MEAN, WHERE WERE THESE POWERS WHEN I WAS IN HIGH SCHOOL?

WHERE THEY *BE-LONGED.*

INSIDE OF SOME-ONE WHO COULD *CONTROL* THEM.

ME.

YOUR ONLY REAL POWER, VERYS, IS THAT *BREATH* OF YOURS--

WHEW!

STICKS AND STONES CAN'T BREAK MY BONES--SO WHAT'RE WORDS GONNA DO?

DISTRACT YOU.

POINK!

GAMBLED AND WON. THE EYES ARE THE MOST "NORMAL" PART OF HIM.

MY BREATH IS RAGGED. THIS SUCKS.

TAKES WHAT LITTLE TIME I JUST BOUGHT MYSELF--

SHKRRWWKRRR

--TO PREP THE GENOME DAMPENER WE DESIGNED AT GARID--

THREE STOOGES FINGER-POKE. GOOD ONE, SPIDEY.

MY FAVORITE IS WHEN MOE TOOK A RAG CLOTH AND--

SHUT UP!

HEY--NOW WE'RE DOIN' THE PATTY DUKE SHOW? BUT THEY'RE COUSINS...

JUST ANOTHER SECOND--

THIS IS NOT A GAME YOU ANIMAL!

SHRRRIPPP!

TEARING EACH OTHER APART--SO MUCH *ANGER* INSIDE OF THEM--

--AT THE RAW HAND LIFE DEALT THEM.

WHY DON'T I HAVE AN ANIMAL INSIDE OF *ME* LIKE THEY DO?

I DO. I'VE JUST ALWAYS BEEN TOO SMART

(AFRAID)

TO LET IT OUT.

THIS DEVICE IS A MODIFIED VERSION OF THE *ISOTOPIC GENOME ACCELERATOR* AT GARID--

--THE VERY EQUIPMENT WHICH IRRADIATED THE SPIDER THAT TURNED ME INTO THE IDOL OF GAJILLIONS TO BEGIN WITH--

--BUT IT'S BEEN SPECIFICALLY ATTUNED TO *VERYS'S* GENETIC CONFIGURATION.

WILL ACTIVATING THIS *MAGILLA* SO CLOSE TO CONTONI AND ME AFFECT US?

HMM.

ONLY ONE WAY TO FIND OUT, I GUESS...

CHAKKAZZZZAAAKKK!

AUNTIE EM, AUNTIE EM--ARE WE STILL IN KANSAS?

VERYS IS STILL BREATHING...

...WHAT ABOUT CONTONI--?

HE LOOKS--HALF NORMAL--?

A HEARTBEAT. FAINT, BUT STEADY.

VERYS REVERTED BACK TO HUMAN FORM.

HOW LONG WILL THE RADIATION FROM THE DAMPENER *DIMINISH* HIS POWERS?

LONG ENOUGH TO GET HIM BACK TO GARID, I HOPE.

SPIDERZORD MORPHIN' ACTION TIME!

TIME TO GO. LET THE COPS AND FALCONER HANDLE THE CLEAN-UP.

GOTTA CHANGE--GRAB A QUICK SHOWER--HEAD BACK TO GARID--

--BEFORE CALVIN AND THE CHIPMUNKS HAVE TIME TO DRIVE VERYS THERE.

THEN...MAYBE... THIS WILL ALL BE OVER.

(I FEEL LIKE A HUNDRED AND SIXTY-FIVE POUNDS OF MASHED POTATOES.)

ONCE IN A WHILE

(BARELY EVER, HONESTLY)

I WONDER IF IT'D BE EASIER TO JUST--

--GIVE UP?

AND THEN I THINK ABOUT ALL THE THINGS THAT HAVE REALLY MATTERED IN MY LIFE...

UNCLE BEN. AUNT MAY, GWEN, HARRY, FLASH, FELICIA--

--MJ AND THE BABY--

--AND I *KNOW* IT'S NEVER BEEN AND *NEVER WILL BE* AN OPTION FOR ME.

MANHATTAN. MORNING.

THE OFFICES OF THE DAILY BUGLE.

AND ANOTHER THING, JONAH...

SHRIPPP! SHRIPPP!

...WHERE DOES YOUR FASHION EDITOR GET OFF--

SHRIPPP!

--CRITICIZING MY NEW COSTUME?

AND HERE I THOUGHT WE'D COME TO A HEALTHY UNDER-STANDING--

--YOU CAN MAKE A FOOL OF YOURSELF BLASTING ME ON YOUR EDITORIAL PAGE--

--BUT BE NICE EVERYWHERE ELSE AND THE FUNNIES!

REALLY NOW--WHERE IS IT-- AH, HERE--

--"A DESECRATION OF ANGLES AND PATTERNS ENOUGH TO MAKE THE SIGHTED GO BLIND"--

SHRIPPP!

YOU DO SO HURT MY FEELINGS, JJJ!

I CAN TELL YOU'RE SPEECH-LESS WITH REMORSE.

I BETTER GO NOW.

IT'LL PROBABLY TAKE YOU MOST OF THE DAY TO FIGURE OUT HOW TO WRITE AN APPROPRIATE APOLOGY TO ASSUAGE MY SAVAGED SOUL.

CIAO, GOOD PEOPLE OF THE PRESS!

ACTUALLY, ROBBIE, SPIDER-MAN MADE QUITE THE POINT OF SAYING HE'S *IMPROVED* ON HIS FORMULA.

I REALLY HATE THAT GUY.

RELAX, JONAH. HIS WEBBING ALWAYS *DISSOLVES* IN ABOUT AN HOUR.

#$%?!!! WALL-CRAWLING NUISANCE SAID I'LL BE STUCK HERE ALL $%?# DAY!

HAHAH

ahem

I MEAN... *HUM--HUH--* HOW WRONG OF HIM TO DO THAT...

BY THE WAY, JONAH--

REMEMBER THAT STORY ELLIS WAS WORKING ON ABOUT THIS NEW GUY NOT BEING THE *REAL* SPIDER-MAN?

KILL IT.

CONSIDER IT DONE.

PHIL, THEY NEED THOSE FILES TODAY!

GET ME FERN ON THE PHONE

WHERE'S ELLIS?

YES, MA'AM, THOR IN YOUR SHOWER...

BY THE COFFEE MACHINE.

WHITE-WATER? RAFTING OR GRAFTING?

PEOPLE HELD HOSTAGE? TWENTY-SEVENTH AND PARK?

KENNY.

ROBBIE.

GOT A SECOND?

YOU WIPE THAT GRIN OFF YOUR FACE, THEN YEAH.

FUNNY, MUST BE THE SAME LOOK *YOU* ALWAYS CARRY AROUND.

I KNOW I'M A *YUTZ* AND A *PEST*, BUT I'M *GOOD* ON THIS STORY!

YOU CAN KEEP THE BUGLE FROM *PRINTING* IT, BUT YOU CAN'T KEEP ME FROM *SELLING* IT!

IT'S RINGING. *BARRY FINK* WILL PICK UP.

HE'S *ME* OVER AT THE *GLOBE.*

uhm..MR. FINK-- KEN ELLIS--I JUST HAD A STORY BOUNCED HERE AT THE BUGLE--

--I, *uhm*-- I'D LIKE TO PITCH IT TO THE GLOBE.

KLIK

HE SAID... "IF ROBBIE PASSED ON IT, THEN SO WILL I"...

BARRY AND I GO BACK A WAYS.

HERE, LET ME DIAL ARTHUR SHELLENBACHER AT THE *TIMES*.

KLIK

hmm...MAYBE A MAGAZINE PUBLISHER INSTEAD?

LET'S TRY ELLEN DALLOW AT *ESQUIRE*.

KLIK

I BETTER GO GET MY ROLODEX.

TWO HOURS AND THREE BLOCKS LATER...

THAT BETTER BE *DECAF*, MJ!

BELIEVE ME, THE *LAST* THING THIS BABY INSIDE OF ME NEEDS IS CAFFEINE!

I BETTER HUSTLE ON THAT *HAVERSHAW* MURDER CASE IF I WANNA CRACK THE FRONT PAGE, *huh?*

uhm... HOW'D IT GO?

THE SITUATION HAS BEEN RESOLVED.

YOU MUST HAVE CALLED IN SOME INTERESTING... MARKERS...TO GET SPIDEY TO SHOW UP AT THE OFFICES.

OH...WAS HE THERE THIS MORNING?

SOUNDS LIKE A GOOD IDEA, KENNY...

THANKS.

MJ...I WAS GLAD TO HELP OUT.

I-- WE--ALL THREE OF US-- REALLY APPREC-IATE IT, ROBBIE.

HAD NO CHOICE.

I TOLD YOU KILLING A STORY WAS THE THING I HATED SECOND MOST IN THE WORLD?

WELL, TURNING MY BACK ON THE PEOPLE I LOVE WHEN THEY NEED ME IS THE *FIRST*.

WHAT NOW, MARY JANE?

NOW I WAIT.

AND WAIT.

AND WAIT SOME MORE.

I GOT TO GARID AN *HOUR* BEFORE CAL CAME BACK.

ALONG WITH THE HEAD OF THE COMPANY, *ERIC SCHWINNER*--

--I'VE BEEN WORKING THROUGH DAWN TO *CALIBRATE* THE GENOME ACCELERATOR *JUSSSST* RIGHT.

THE IDEA IS TO USE THE G.A. AS A FORM OF *RADIATION THERAPY.*

KILL THE *NEC-ROTIZING FASCITIS* VIRUS INSIDE *BOTH* MEN--

--WHILE *ALSO* ELIMINATING THE CELLULAR CHANGES WHICH OCCURED IN VERYS FROM HIS EXPOSURE TO *MY* BLOOD.

ATTUNING THE WAVELENGTHS PROPERLY HAS TAKEN *HOURS.*

I'M WIPED. BUT I HAVE TO HOLD ON.

JUST A BIT LONGER--*IF*(WHEN) IT WORKS--THEN I CAN RECALIBRATE THE SYSTEM AND USE THE PROCESS ON *MYSELF* LATER ON.

ERIC, THE POLICE WANT TO KNOW EXACTLY WHAT YOU'RE DOING HERE.

THEY'D RATHER NOT GIVE YOU THE CHANCE TO CREATE AN EVEN *BIGGER MONSTER* DURING ALL THIS.

GODZILLA INVADES PORTLAND. FILM AT ELEVEN.

THE ONLY WAY TO CURE MR. CONTONI OF NOT ONLY THE *FASCITIS* HE WAS ORIGINALLY INFECTED WITH--

--BUT OF THE GROTESQUE ***SIDE-EFFECTS*** OF MONICA'S FIRST EXPERIMENTAL SKIN DERIVATIVE--

--IS TO *LINK* BOTH MEN'S BIOCELLULAR STRUCTURES TOGETHER--

THE *RESTRICTION ENDONUCLEASES* OF BOTH MEN--THE ***ENZYMES*** WHICH ***RESIST*** VIRAL INFECTION--

--HAVE BEEN ***OVERWHELMED*** BY THE INTRODUCTION OF MONICA'S SSD AS A MEANS OF *TREATING* THEIR INTERNAL SKIN DISEASES.

AS A RESULT, THEIR BODIES CAN NOT SUCCESSFULLY FIGHT OFF ***EITHER*** THE CHANGES TO THEIR POLYGENETIC STRUCTURE, ***OR*** THE *FASCITIS*.

BY BATHING THESE MEN IN RADIATION THERAPY, WE ARE BASICALLY CHOKING THE *VIRII* INSIDE THEM--

--THEREBY GIVING THEIR BODIES A CHANCE TO BEGIN ***REPLICATING*** BASELINE ***HUMAN*** GENOMES TO REPLACE THE ***MUTATED*** ONES.

THE COPS JUST NOD NUMBLY. I GET IT ALL.

AND WHAT'S MOST *SCARY* (*EXCITING*) ABOUT THE WHOLE THING?

THE *NECROTIZING FASCITIS* INTRODUCED INTO ***MY*** BODY DURING MY FIGHTS WITH TENDRIL--

--ARE EATING AWAY AT THE ***ONE*** THING THE VIRUS "***RECOGNIZED***" FROM ITS ***HOST*** FORM, VERYS--

--THE VERY CHANGES IN ***MY GENETIC STRUCTURE*** WHICH GIVE ME MY ***SPIDER-POWERS!***

HEY!

SO, IRONICALLY ENOUGH, MY BEING SPIDER-MAN HELPED SAVE HIS LIFE--

--AND IN ORDER FOR VERYS TO SAVE ***MY*** LIFE--

--THERE'S A CHANCE I MIGHT ***LOSE OUT*** ON BEING SPIDER-MAN!

WHAT'RE YOU DOING?!

YOU CAN'T MAKE A ***LAB RAT*** OUT OF ME UNLESS I ALLOW IT!

YOU'RE WRONG, MR. VERYS. WE ***CAN***. AND WE ***WILL***!

SCHWINNER CLOSES HIS EYES, AS IF HE'S PRAYING.

AND PUSHES THE BUTTON...

CHAKAZZAAKKK!

...WHICH ACTIVATES THE GENOME ACCELERATOR!

NNOO!

VERYS IS CHANGING BACK TO TENDRIL! SON OF A-- HE'S FIGHTING BACK!!

TACTICAL UNIT TWO-- MOVE IN-- BEFORE HE FINDS A WAY TO--

KRACHT!

SCREW UP YOUR EQUIPMENT, CALVY?

TOO LATE!

I'M NOT GONNA LET YOU PEOPLE CHANGE ME BACK TO WHAT I WAS!

ZZZHHHMMMMMMM

PREVENT VERYS FROM DISSOLVING HIMSELF!

THE *LONGER* THE RADIATION HITS HIM, THE *LESS* POWER HE'LL HAVE!

CAL--HE KNOCKED ONE OF THE *GLOBES* OFF-KILTER!

NO...

ZZZHHHMMMMMMM

--IF THE GLOBES AREN'T ALIGNED PROPERLY--

--THIS WON'T WORK!

SLITHERR

THWUMP!

VERYS IS WEAK-ENING!

BUT CAL AND THE GUARDS ARE OUT COLD!

OUR EXTERNAL CONTROL SYSTEMS ARE OFF-LINE, PETER!

I'M NOT PHYSICALLY STRONG ENOUGH--YOU HAVE TO GET THAT GLOBE REALIGNED!

THE GENOME ACCELERATOR IS ATTUNED SPECIFICALLY TO A MUTATED POLYGENETIC STRUCTURE--

"--IT WON'T AFFECT A NORMAL HUMAN!"

BUT I'M NOT HUMAN, ERIC.

IF I GO IN NOW, THE RADIATION MIGHT AFFECT ME--CHANGE ME--

--FOREVER?

LATER--WHEN I PLANNED TO USE THE G.A. ON MYSELF--I'D HAVE THE CHOICE TO CALIBRATE THE EQUIPMENT, TAKING MY POWERS INTO ACCOUNT.

BUT NOW...

...IF I DON'T GO IN--A PSYCHOPATH AND A DECENT MAN WILL BOTH DIE!

PETER--NOW!!

(NO CHOICE.)

WITH GREAT POWER...

NOOOO! SSSTAY BACK!!

...COMES GREAT RESPONS-IBILITY.

EVEN IF THAT GREAT RESPONSIBILITY MEANS...

...LOSING THAT GREAT POWER...

BLINDED BY THE LIGHT--

--THEN THE *PAIN* COMES--

--*BITING* INTO ME--

--LIKE A *SPIDER* DID YEARS AGO--

--FLUSHING THROUGH ME--

--LIKE *BOILING HOT WATER* THROUGH MY VEINS--

ZZZHHZZHHMM

nooo--

--won't give up--

--my--

--pow

ers

sss

aah--?

--haff--

PETER--?

YOU DID IT, SON!

VERYS CHOSE TO DIE--FOUGHT THE RE-VERSION--

--DE-STABILIZED HIS OWN SYSTEM--

--UNTIL HE HAD NO CONTROL OVER HIS BODY--

--AND NO PHYSICAL FORM LEFT TO CONTROL.

ALIVE, MY BOY! THANKS TO YOU-- REALLY, TRULY ALIVE AGAIN!

AND CONTONI--?

SO THEN--

--THEN--

--IT WAS WORTH IT--?

THE *NECROTIZING FASCITIS AND* THE SYNTHETIC SKIN DERIVATIVE IN *CONTONI* ARE IN *COMPLETE REMISSION.*

HIS *LIFE*--AND HOPEFULLY HIS FAMILY-- ARE HIS AGAIN.

AND MAYBE...THIS WAS *EXACTLY* WHAT *I* NEEDED--

--TO GET *MINE* BACK, TOO?

I DID A COMPLETE DIAGNOSTIC ON MYSELF. *HASTA LA VISTA, FASCITIS.*

AND THE CHANGES TO MY *mRNA* SEQUENCING WHICH MADE ME SPIDER-MAN?

STILL THERE, BUT MY BODY CAN'T *ACCESS* THEM.

LIKE SOMEONE PUT A *HEAVY BLANKET* OVER MY POWERS.

I DON'T KNOW IF I'LL *EVER* BE ABLE TO FIND A WAY TO *RESTIMULATE* THE *POLYGENETIC CHANGES* WHICH GAVE ME MY POWERS.

(DON'T KNOW IF I WANT TO.)

PART OF ME IS THRILLED, ANOTHER PART TERRIFIED.

WHAT WOULD I HAVE DONE IF THE *CHOICE* HAD BEEN LEFT TO *ME?*

WOULD I HAVE CHOSEN TO *DAMPEN* MY OWN POWERS WHILE CURING MYSELF OF THE *NECROTIZING FASCITIS?*

WHAT WOULD I HAVE DONE?

ARE YOU PUTTING THAT THING AWAY FOR *ME*--

SHE'S BACK?

--OR FOR YOUR-SELF?

SHE'S BACK!

IT'S A MOOT POINT.

(THANK GOD SHE'S BACK)

I--WAS FIGHTING TENDRIL-- TRYING TO CURE HIM--

--AND I--

--I LOST MY POWERS, MJ...

LOST?

I'M NOT.

I...I'M SORRY, PETER...REALLY ...I AM...

I'M NOT?

I'M NOT!

NONE OF IT MATTERED ANYMORE THE MINUTE I SAW YOU WALK THROUGH THAT DOOR AND COME BACK HOME.

"COME BACK"--?

OF COURSE I--WHAT'RE YOU--

--DID YOU EVEN READ THE NOTE I LEFT?

uhm...YEAH--NO--WELL... NOT ALL OF IT-- uhm...I--

Peter,

I'm leaving you because I couldn't wait any longer. Where are you? Out playing Spider-Man again even[ing] you promised me you w[ouldn't] any more? Well, I can't [wait] my flight and I can't [ask] you to drive me, so I [have] now. I'll call you [at] May's house later. I [should] be done with the photo [shoot] in a couple of days. We'll talk when I get back home. I'll bring back some real bagels, too.

Love, MJ

IT'S OKAY, HON.

A WELCOME HOME KISS WILL COVER ANYTHING I HAD TO SAY...

TIME PASSES.

DAYS TUMBLE LIKE DOMINOES. LIFE GOES ON.

GOOD DAYS. BORING ONES. EXCITING ONES. *NORMAL* ONES.

COMFORTABLE EVENINGS. THE BABY KICKING. SEINFELD.

SAFE EVENINGS.

DREAMS OF NEON AND RUSHING WIND GIVE WAY...

...TO ONES OF HOME AND WARMTH. OF LOVE AND HOPE.

CORNY, I KNOW, BUT, WELL...*TOUGH*--I LOVE *EVERY* MINUTE OF IT!

AND *SPIDER-MAN?* WHAT HAPPENED TO *HIM* DURING THIS TIME?

I'M PLEASANTLY SURPRISED TO LEARN THAT HE'S *STILL AROUND.*

THE *POWERS* MIGHT BE GONE, BUT *HE* NEVER LEFT ME.

HE'S THERE WHEN A NEIGHBOR NEEDS HER KITTEN RESCUED.

(STRAINING MUSCLES I NEVER EVEN KNEW EXISTED.)

HE'S RECOGNIZED BY THE GENTLE GLINT OF THANKS IN THE EYES OF A HOMELESS MAN WHEN I SHOW HIM A *HELPING HAND.*

HE'S STILL AROUND.

WHERE HE *ALWAYS* WAS.

INSIDE OF ME.

ST. PETER'S HOMELESS SHELTER PORTLAND

YES, GREAT POWER *DOES* BRING ON GREAT RESPONS-IBILITY, BUT THERE'S *MORE* TO IT THAN THAT, I'VE REALIZED...

...RESPONSIBILITY COMES JUST FROM THE VERY ACT OF *BEING--*

--AND WE CAN--WE *SHOULD--*ALL EMPOWER *OURSELVES* TO HELP EACH OTHER OUT.

SO WHO NEEDS TO WEAR ITCHY SPANDEX AND SWING AROUND TOWN?

I DON'T. BECAUSE WITHOUT THOSE EXTERNAL TRAPPINGS, PETER PARKER HAS BEEN ABLE TO *FIND HIMSELF* ALL OVER AGAIN...

...FOR THE VERY *FIRST TIME...*

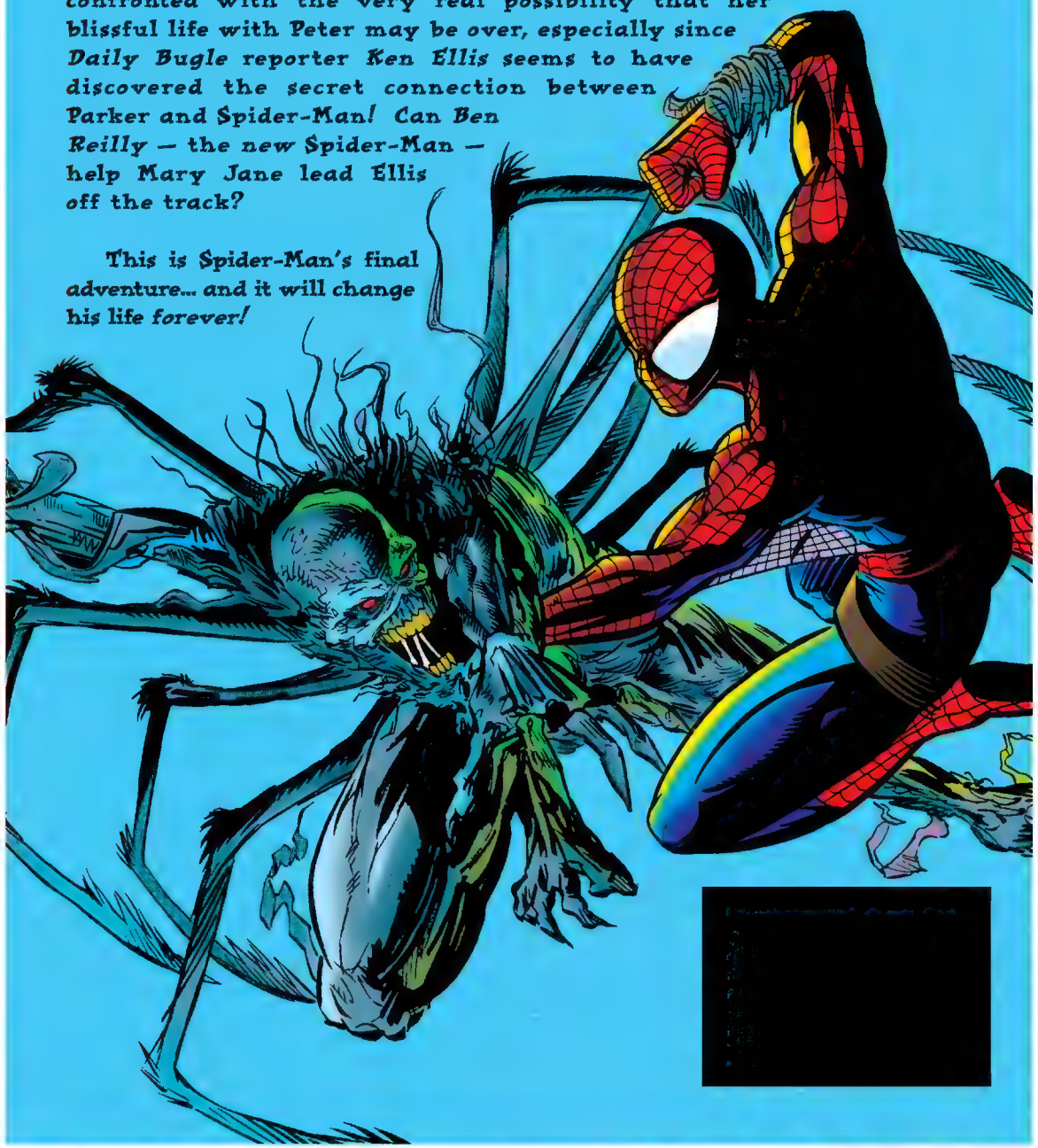
'NUFF SAID!

Peter Parker. River Verys. Paul Contoni. Three very different individuals now brought together because of their common origin: all were irradiated by the same device — an "isotope genome accelerator" developed by GARID Laboratories.

But Verys has become *Tendril*, a super-powered, psychotic killer on the loose. Parker has come out of retirement and resumed his role as the amazing *Spider-Man* — at great cost to his personal life — to hunt him down. And Contoni is now *Dryrot*, a tragic, misshapen recluse who can bring an end to this crisis... and his own suffering. But will he agree to help, after all that he has endured?

Meanwhile, in New York, *Mary Jane Watson-Parker* finds herself confronted with the very real possibility that her blissful life with Peter may be over, especially since *Daily Bugle* reporter *Ken Ellis* seems to have discovered the secret connection between Parker and Spider-Man! Can *Ben Reilly* — the new Spider-Man — help Mary Jane lead Ellis off the track?

This is Spider-Man's final adventure... and it will change his life *forever!*



I'VE LEARNED OVER THE LAST FEW YEARS, THAT LIFE TENDS TO ALWAYS COME AROUND FULL-CIRCLE.

[redacted]

50¢

DAILY BUGLE

HIGH SOCIETY MURDER

BIG-BUCK BENEFACTRESS SLAIN IN POSH TOWNHOUSE

By Ken Ellis

Socialite, Andrea Haversham was found murdered in her 87th Street Manhattan brownstone yesterday morning. Police sources in the Coroner's office have unofficially listed the cause of death as multiple stab wounds. They estimate Haversham had been dead since approximately midnight on Saturday. Her body was discovered by the housekeeper, Mirka Yadja, at Eight Thirty-Five A.M. Monday morning.

Andrea Haversham was Sixty-Seven years old and had become a fixture in the Manhattan arts scene, giving much of her time and fortune to Art Galleries and theater productions across the New York City area. Haversham is survived by a son, Jason, Twenty-Three, who lived in the townhouse with his mother, but was at the family's Vermont ski chalet over the weekend.

Local residents claim to have heard nothing, although an unnamed source in the 44th Precinct investigating officer has told the Daily Bugle that security surveillance cameras did record footage of a possible suspect. The identity of this suspect has not been confirmed, but sources claim it was a silver-haired female.

SO EVEN IF YOU WANT TO--

--THERE'S NO WAY TO AVOID YOUR PAST.

STAN LEE PRESENTS THE ALL-NEW, ALL-DIFFERENT, SAME AS IT EVER WAS, FRIENDLY NEIGHBORHOOD--

SPIDER-MAN

THE SKULL JACKETS

FABIAN NICIEZA
WRITER
DAVE HOOVER
PENCILER
JOE RUBINSTEIN
INKER
KEN LOPEZ
LETTERER
TOM SMITH
COLORIST
MALIBU
COMPUTER COLOR SEPARATIONS
ERIC FEIN
THE WORD JACKET
BOB BUDIANSKY
THE WEB JACKET

WHO YOU ARE, WHERE YOU'VE BEEN AND WHAT YOU'VE DONE...

...ARE ALWAYS GOING TO CATCH UP TO YOU, ONE WAY OR ANOTHER!

MY NAME IS BEN REILLY. I'M SPIDER-MAN AGAIN.

FOR FIVE YEARS, I WASN'T.

DURING THOSE LOST YEARS, I SPENT SOME TIME IN VERMONT, WORKING AS A LAB ASSISTANT TO RENOWNED GENETICIST SEWARD TRAINER.

TO MAKE SOME EXTRA MONEY AND SOCIALIZE WITH SOMETHING MORE PERSONABLE THAN TEST TUBES--

--I ALSO TUTORED SOME OF THE LOCAL COLLEGE KIDS.

ONE OF THEM WAS JASON HAVERSHAW.

HE WAS A FRESHMAN. RICH KID. FIRST TIME AWAY FROM HOME.

ON A FAST TRACK TOWARD A BIG CRASH.

I HELPED HIM A LITTLE, HE HELPED HIMSELF A LOT.

HIS MOTHER WAS **VERY** THANKFUL.

I DIDN'T MIND THE EXTRA CASH SHE THREW MY WAY--

--BUT MORE THAN ANYTHING, I WAS GLAD TO HELP THEM.

SHE REMINDED ME OF A VERY RICH VERSION OF MY **AUNT** MAY--

--AND JASON, WHO'D LOST HIS FATHER IN A PLANE CRASH WHEN HE WAS YOUNGER, REMINDED ME A LOT OF MYSELF.

I HAVEN'T SEEN EITHER OF THEM IN YEARS.

HADN'T EVEN THOUGHT ABOUT THEM UNTIL THIS MORNING.

FUNNY, HOW SOMEONE CAN BE A REALLY IMPORTANT PART OF YOUR LIFE FOR A TIME AND THEN NOTHING BUT A **MEMORY**?

ANDREA DESERVES **BETTER** THAN THAT.

SHE DESERVES **JUSTICE**.

SHE WAS A GOOD PERSON.

POLICE THINK **ROBBERY** WAS THE MOTIVE.

AND THE ARTICLE MENTIONED A "SILVER-HAIRED FEMALE."

I CAN DO BASIC MATH, BUT I DON'T LIKE THE **ANSWER** I'M GETTING.

I ONLY HAVE ONE SOURCE AVAILABLE TO ME AT THE DAILY BUGLE.

MUCH AS I CAN'T STAND THE **DORK**...

...I'M GOING TO HAVE TO GET A HOLD OF KEN ELLIS.

UPTOWN. THE 44TH PRECINCT.

BENNY, I'M GOING OUT TO LUNCH.

IF HAVERSHAW'S LAWYER CALLS, BEEP ME.

THE CASE COMING TOGETHER, MARCELLA?

GOT A STRONG SUSPECT AND A MOTIVE.

SEAN'S LOOKING FOR HIS THUMB-SCREWS--

--AND I'LL TAKE MY USUAL, SUBTLER, ROUTE.

DOWNTOWN. ONE CAB RIDE LATER...

FABIANS

TWELVE BUCKS TO LITTLE ITALY, YOU SHOULD BE TIPPING ME, BUDDY!

OKAY, KENNY, LET'S PLAY THE GAME...

DETECTIVE CELLANOS, LOOKING LOVELY.

MR. ELLIS, STILL DRESSING LIKE DENNY TERRIO, I SEE.

I DON'T GET THE JOKE.

YEAH, YOU DO.

PLACE LOOKS TOO PRICEY FOR COPS. WE SAFE HERE?

LIKE A COUPLE OF CAMPERS IN A PUP TENT.

THE IMAGE DISTURBS ME, KENNY.

CUT ME SOME SLACK. IT'S HARD ENOUGH BEING A FEMALE GOLD BADGE WITHOUT HAVING SOMEONE THINK I'M A SNITCH.

BUT, MARCELLA, LOVE, YOU *ARE* A SNITCH!

I *OWE* YOU, KENNY, I KNOW THAT.

IF IT WEREN'T FOR YOU, I WOULDN'T'VE CRACKED THE CASE THAT MADE ME *HOMICIDE* DETECTIVE.

BUT YOU DON'T HAVE TO BE DORK ENOUGH TO REMIND ME *EVERY TIME* WE MEET!

NICE PICTURES. MUST BE SOME SECURITY SYSTEM HER BUILDING HAD.

THE PHOTO WAS TAKEN AT EIGHT-EIGHTEEN P.M. ON SATURDAY.

HEY-- SILVER-HAIRED... THAT'S *FELICIA HARDY!*

HARDY. SPANDEX BURGLAR KNOWN AS THE *BLACK CAT.*

SHE'S BEEN LEGIT SINCE HER PAROLE. SET-UP A RITZY P.I. AGENCY CALLED *CAT'S EYE.*

AND SHE'S YOUR MAIN SUSPECT? DOES SHE KNOW?

I FED YOU THE SETUP WHICH RAN IN TODAY'S PAPER TO GET A RISE OUT OF HER.

I WANT HER NAMED IN TOMORROW'S EDITION. EVERYTHING WE HAVE IS *CIRCUMSTANTIAL* RIGHT NOW. I NEED HARDY TO MAKE A MISTAKE.

AND THAT'S WHERE I COME IN. PUT THE FULL-COURT PRESS ON HER?

WE USE *EACH OTHER*, KENNY. IT'S AN OPEN, GIVING RELATION-SHIP.

SO WHAT'S THE ANGLE? BOTCHED ROBBERY TURNED NASTY?

YOU SAID HAVERSHAW'S BODY HAD BEEN *RAKED*--AS IF BY *CLAWS*.

WISH IT WERE THAT SIMPLE. WE FOUND A BUNCH OF *CANCELED CHECKS*.

MADE OUT TO HARDY'S P.I. FIRM. SIGNED BY ANDREA HERSELF.

WHY WOULD HARDY BITE THE HAND THAT FEEDS HER?

DON'T KNOW. YOU PAYING?

SURE.

WELL, I KNOW ONE THING, MARCY...

...WE'RE GOING TO FIND OUT.

THAT WE ARE, KENNY. AND DON'T CALL ME MARCY.

BUT I WILL CALL YOU LATER.

OOHMMM.

...WHAT THE HECK JUST HAPPENED TO ME?

AFTERNOON. THE BRIGHTON BEACH SECTION OF BROOKLYN.

PAUL PROUST IS THE CO-OWNER OF CAT'S EYE. HE'S ON THE JOB. HE GETS OUT OF HIS AUDI. SLICK CAR. SLICK GUY.

BUT NOT SO SLICK THAT HE SPOTTED THE TAIL WHICH FOLLOWED HIM OUT OF MANHATTAN...

WHAT'S HE DOING OUT HERE?

PATIENCE, SEAN. LET'S KEEP THE "HOTHEADED IRISH COP" STEREOTYPE TO A MINIMUM.

TOUGHER TO DO BY THE MINUTE, MARCY--

GET WITH THE NINETIES, KID. THIS IS BROOKLYN. THAT MEANS WE'RE IN RUSSKIE TERRITORY.

WHAT DOES PROUST OR HARDY OR CAT'S EYE HAVE TO DO WITH THE RUSSIAN MOB?

--SINCE THE BAR HE'S WALKING INTO IS A MOB JOINT.

MAFIA? OUT HERE?

"PATIENCE, MARCELLA KEEP THAT 'FEISTY HISPANIC FIREBRAND' STEREOTYPE TO A MINIMUM AN' MAYBE WE'LL FIND OUT..."

CAN I HAVE A CHARDONNAY, PLEASE?

OLD TAYLOR

HMMM... A MERLOT, MAYBE?

UHM... A SCOTCH?

A BEER?

HOW ABOUT SOME VODKA?

GO FIGURE.

WHOAH-- WHAT'S WITH THE STEROID SANDWICH?

HEY, FRIEND, WHO'S THE GUY RATING THE MUSCLE BLANKET?

I AM NOT FRIEND OF YOU.

SO MUCH FOR GLASNOST.

A SILENT STARE IS SHARED BETWEEN THE TWO MEN.

TO PROUST, THE CONVERSATION IS CLEAR.

"YOU DO NOT BELONG HERE," THE MAN SILENTLY SAYS.

"COOL BY ME," PROUST SILENTLY RESPONDS.

AND HE LEAVES...

...THOUGH THE RUSSIAN GANG LORD HAS NO IDEA HOW **WRONG** HE WAS!

THAT WAS A PRETTY QUICK DRINK!

YEAH, HE PROBABLY WALKED IN AN' ORDERED A WHITE WINE!

WELL, LET'S FOLLOW HIM--

--AND TRY TO FIGURE OUT WHAT THE HECK IS GOING ON HERE WHILE WE'RE STUCK IN TRAFFIC ON THE **BQE**!

FIFTEEN MINUTES LATER. THE MANHATTAN PENTHOUSE OFFICES OF **CAT'S EYE PRIVATE INVESTIGATIONS.**

HOW CAN YOU BE A SUSPECT, 'LEESH, IF YOU WEREN'T EVEN THERE?

I WISH I KNEW, LOOP.

IRONIC, HUH?

WHAT?

FOR ALL THE CRIMES YOU **DID** COMMIT AND NEVER GOT CAUGHT FOR, YOU'RE A SUSPECT IN ONE YOU HAD **NOTHING** TO DO WITH!

YEAH, ISN'T IRONY JUST **SPIFFY**?

WHAT DID YOU FIND OUT?

I HACKED INTO THE NYPD SYSTEM LAST NIGHT.

AUTOPSY ON HAVERSHAW SAYS THE WOUNDS WERE PRODUCED BY QUOTE: "RENDING, METALLIC CLAWS."

SO BASICALLY, I'M JAMMED.

DIDN'T GET JIMMY SMITS' PHONE NUMBER WHILE YOU WERE IN BY CHANCE?

YOU HAVEN'T STOPPED RUBBING YOUR NECK--YOU OKAY?

I THINK I GOT STUNG BY A BEE.

IN NEW YORK? IN DECEMBER?

WE BREED THINGS TOUGH HERE IN THE BIG APPLE.

IT WAS THE SAME ONE THAT GOT ME TOO!

PAUL? WERE YOU SLEEPING IN YOUR OFFICE?

WORKING LATE LAST NIGHT--COLLATING OUR BACKGROUND CHECKS ON HAVERSHAW--

--I MUST'VE CRASHED LIKE A TONYA HARDING SINGING GIG.

AND DON'T TELL ME--WHEN YOU WOKE UP, YOUR NECK FELT LIKE IT'D BEEN JABBED BY A KNIFE?

YEAH, HOW'D--

BECAUSE IT HAPPENED TO ME TOO--ON SATURDAY MORNING!

SOME-THING REALLY STRANGE IS GOING ON...

ANDREA'S WAKE IS TODAY.

MOST OF NEW YORK'S ELITE ARE HERE.

AND EVEN THOUGH NEITHER SPIDER-MAN NOR BEN REILLY FALL INTO THAT CATEGORY--

--I FELT I HAD TO COME.

I HAD TO SAY GOODBYE.

SO, I GOT THIS THING ABOUT PEOPLE DYING ON ME WITHOUT PROPER FAREWELLS, WHAT CAN I SAY?

IT SEEMS TO HAVE BECOME A RECURRING THEME IN MY LIFE.

I JOIN IN THE FLOW.

IT'S NOT LIKE THEY GIVE OUT INVITATIONS TO A WAKE.

HUGE CROWD.

THAT'S NICE TO SEE.

IT MEANS PEOPLE CARED ABOUT HER.

LOOK FOR AN INCONSPICUOUS SPOT TO SIT.

I'VE BEEN A BIT JUMPY EVER SINCE I WENT PEROXIDE.

BUT WHAT ARE THE ODDS OF BUMPING INTO ANYONE HERE WHO KNEW ME WHEN I USED TO BE--

EXCUSE ME--

--PETER PARKER--?

WATCH WHERE YOU'RE WALKING, YOUNG MAN!

J. JONAH JAMESON?!

I DON'T KNOW WHETHER TO HUG HIM OR RUN SCREAMING!

WHEN I WAS THAT AGE, WE MINDED OUR MANNERS!

USED TO TAKE AN IRON TO OUR SHIRTS ONCE IN A WHILE, TOO!

I THINK I'LL JUST SIT.

THE SERVICE BEGINS.

I SEE JASON SITTING TOWARD THE FRONT.

HE LOOKS GOOD. LIKE A MAN, NOW.

HE SEEMS TO BE HOLDING UP WELL, ALL THINGS CONSIDERED.

A PROCESSION OF PEOPLE SPEAK IN HONOR OF ANDREA.

JJJ GRUMBLES THROUGH THE WHOLE THING.

ROBBIE ROBERTSON DOES WHAT HE'S ALWAYS DONE. HE ENDURES.

I REALLY MISS THOSE TWO.

PART OF ME WANTS TO JUST JUMP UP AND SHOUT OUT--

"I'M PETER PARKER!"

BUT I CAN'T BE. I HAVE TO BE BEN REILLY NOW.

TWO DIFFERENT PEOPLE. TWO DIFFERENT LIVES.

LIKE TWIN BROTHERS WHO GO OFF TO DIFFERENT COLLEGES.

THE SERVICE ENDS. THE CROWD FILES OUT.

ROBBIE GIVES ME A LOOK. OUT OF SYMPATHY FOR. JJJ'S BLUSTER--

--OR IS IT SOMETHING MORE?

DISMISS IT, BENJAMIN. YOU'RE PARANOID.

JASON--?

I'M SORRY, DO I KNOW YOU?

BEN. REILLY. FROM UVM.

BEN--OF COURSE! I'M SORRY--I DIDN'T RECOGNIZE YOU--

--THE HAIR AND ALL.

WHEN I MOVED TO NEW YORK I WENT FOR SOMETHING A BIT... DIFFERENT.

WE ALL NEED A NEW LOOK NOW AND THEN, BEN.

THANK YOU FOR COMING. MOTHER WAS ALWAYS VERY FOND OF YOU.

LIKEWISE.

HOW HAVE YOU BEEN HOLDING UP, JASE?

AS WELL AS CAN BE EXPECTED. IT WAS A SHOCK.

IT HAPPENS IN NEW YORK ALL THE TIME, BUT YOU NEVER EXPECT IT TO HAPPEN TO YOU.

THAT SOUNDS CALLOUS-- IT'S MY POOR MOTHER WHO WAS MURDERED.

I UNDERSTAND.

LISTEN, I HAVE TO GO TO THE CEMETERY.

CALL ME SOON, BEN. IT'D BE GREAT TO CATCH UP.

SURE THING, JASE. AGAIN, MY CONDOLENCES.

NOTHING OUT OF THE ORDINARY, RIGHT?

SO WHY IS MY SPIDER-SENSE TINGLING AS IF MY WHOLE HEAD WERE USING TEGRIN SHAMPOO?

DAILY BUGLE

CITY DESK. HOLD ON.

CIRCULATION. PLEASE HOLD.

PRESS ROOM. HANG ON.

FOR AS LONG AS I LIVE, I'LL NEVER UNDERSTAND--

--HOW YOU CAN WASTE A DAY ON THE *DEAD*--

--WHEN THE *LIVING* STILL HAVE *WORK* TO DO!

WE'RE BACK JUST IN TIME FOR THE *PRODUCTION WRAP.*

ELLIS--DID YOU GET *CONFIRMATION* FROM YOUR SOURCE?

JUST TALKED WITH HER--

THOUGHT YOU WERE HAVING LUNCH?

WEIRDEST THING HAPPENED TO ME--

ARE YOU LOOKING INTO EYES THAT *CARE*, ELLIS?

NO I AM NOT, JONAH.

ON-THE-RECORD QUOTE?

FROM A COP? IN THE MIDDLE OF AN INVESTIGATION? SELL YOU A BRIDGE.

IS IT GOOD ENOUGH FOR PAGE ONE?

WE NAME THE *LEAD SUSPECT!*

NOT GOOD ENOUGH.

YOU HAVE SOMETHING *COOKING*, KEN, BUT IT'S NOT *STEW* YET.

ELLIS-- TELEPHONE!

I'M IN A MOOD. THIS BETTER BE GOOD.

ELLIS IT'S SPIDER-MAN.

YEAH?

YEAH.

WE HAVE TO TALK ABOUT THE HAVERSHAW MURDER.

"MEET ME AT 14TH AND EIGHTH IN HALF AN HOUR."

EISNER SIGN CO. 1936

EIGHT BUCKS FOR A CAB DOWNTOWN.

FOR ALL THE TIMES THE WALL-CRAWLER'S CRASHED THE BUGLE--

--THEY COULDN'T JUST MEET ON THE ROOF?

IF IT IS THE SAME SPIDEY. KENNY HAS HIS DOUBTS.

NEW COSTUME SHOWS UP, SCARLET SPIDER GOES AWOL.

BUT THAT'S ANOTHER STORY ALTOGETHER*.

NECK STILL HURTS. LIKE HE GOT HIT WITH A 2X4 WITH A NAIL IN IT!

*SEE SPIDER-MAN: THE FINAL ADVENTURE LIMITED SERIES--ON SALE NOW!

AH-AH.

THWIPP

TRUTH TO TELL, IT'S NOT THE SMELL I MIND SO MUCH, ELLIS--

--BUT YOU SMOKERS NEVER HIT AN ASHTRAY OR A GARBAGE CAN WITH YOUR BUTTS!

KISS MINE.

NICE PAJAMAS, BY THE WAY. WHO DOES YOUR LOOK, VAN GOGH?

SOOOO, IS THIS GOING TO BE ANOTHER ONE-SIDED CHAT?

OF COURSE. I EMPLOY THE **BUGS BUNNY** METHOD OF COUNTING.

"ONE FER YOU, **TEN** FER ME."

I'M INTO THIS HAVERSHAW THING.

WHY'M I NOT SURPRISED?

I DON'T KNOW, WHY AREN'T YOU?

COY DOESN'T SUIT YOU, SPIDEY.

YOU AND THE SILVER-HAIRED BEAUTY HAD SOMETHING GOING A WHILE BACK, DIDN'T YOU?

SILVER--? HMM.

IS THE BLACK CAT **DEFINITELY** INVOLVED IN THIS?

OH, UP TO HER FUR-LINED COLLAR.

EVIDENCE?

MOUNTING.

DAILY BUGLE

PRIME SUSPECT

I GOT 'TIL MIDNIGHT TONIGHT--

--TO MAKE **THIS** TOMORROW'S **FRONT PAGE!**

PRIME SUSPECT

ELLIS TELLS ME ENOUGH TO TELL ME THAT I HAVE TO SEE MS. HARDY.

I DON'T KNOW HER VERY WELL. SHE AND PETER DID HAVE A-- RELATIONSHIP-- A COUPLE YEARS BACK.

SHE KNOWS PETER WAS SPIDEY.

SHE DOESN'T KNOW I'M SPIDEY NOW, BUT-- DUH-- HOW HARD WILL THAT BE FOR HER TO FIGURE OUT?

PETER ACTUALLY DATED THIS WOMAN. REVEALED HIS SECRET IDENTITY TO HER.

SHE WAS A CONVICTED BURGLAR! :SIGH:

HE MUST'VE TRUSTED HER. BUT CAN I?

SOMEONE'S IN HER OFFICE. HER PARTNER. PRIEST? PROUST.

WHAT DID YOU FIND ON THE *RUSSIANS*, LOOP?

I'M DUMPING IT DOWN TO YOU NOW, PAUL.

THE *KASATANOV* FAMILY USED TO BE *KGB* BEFORE THE SOVIET UNION FELL APART?

TIES INTO A *LOT* OF NASTY "BLACK OPS"--IRAN, IRAQ, AFGHANISTAN, EAST GERMANY...

HOW DID HAVERSHAW GET HIMSELF IN DEBT TO *THESE* GUYS?

JASON--TIED IN TO RUSSIAN MOBSTERS?

NEXT I'LL WALK INTO A CATERPILLAR SMOKING A HOOKAH PIPE!

AIR RAID SIREN GOES OFF BETWEEN MY EARS.

THIS IS ONLY A TEST.

IN CASE OF A REAL EMERGENCY--

--THE BLACK CAT WOULD HAVE SCRATCHED YOUR EYES OUT!

I'M DISAPPOINTED, SPIDER.

THAT YOU MISSED?

NO, THAT YOUR SPIDER-SENSE DETECTED ME AT ALL-- IT'S ONLY SUPPOSED TO DO THAT IF YOU CONSIDERED ME A THREAT TO YOU!

YOU DON'T THINK I'M DANGEROUS, DO YOU?

JUST BECAUSE YOU'RE A CONVICTED FELON UNDER SUSPICION OF MURDER?

ATOM BOMBS.

CANCER.

GALACTUS.

THE WAY SHE FILLS OUT THAT COSTUME.

NOOOO, WHY WOULD I THINK THAT?

DON'T BORE ME WITH THE DETAILS!

YOU KNOW I DIDN'T KILL ANDREA HAVERSHAW!

DON'T LOOK AT HER, BENNY-BOY.

HER BODY BACKLIT BY THE SKYLINE.

WEARING BLACK VINYL...

UHM--THE POLICE THINK YOU MIGHT HAVE!

I DON'T KNOW YOU WELL ENOUGH TO BE CERTAIN.

THE SAME POLICE WHO'VE CONSIDERED YOU A BAD GUY FOR ALL THESE YEARS?

SHE DOES HAVE A POINT.

HER BODY WAS RAKED BY CLAWS!

THAT NARROWS IT

DOWN TO ABOUT

A THOUSAND CANDIDATES.

ANOTHER GOOD POINT.

OH, LIKE I WOULD LET MYSELF GET CAUGHT ON TAPE!

SHOW ME SOME RESPECT, SPIDER!

PETER WOULD HAVE...

SHREKK

THWIPP

AND THERE'S A SECURITY VIDEOTAPE SHOWING YOU ENTERING HER BUILDING!

SO SHE KNOWS. WHAT DID I EXPECT?

SHE'S BEEN INTIMATE WITH PETER.

(DON'T EVEN THINK ABOUT IT.)

BUT LIKE YOU SAY, FELICIA, I'M NOT HIM.

WELL, IF YOU WERE, THIS WOULDN'T BE AN ISSUE. PETER KNOWS--

--THAT THE BLACK CAT DOES NOT KILL!

I WANT TO BELIEVE YOU, FELICIA--I REALLY DO--

REALLY, REALLY, REALLY.

I SHOULDN'T HAVE TO *PROVE* ANYTHING TO YOU, SPIDER.

ACTUALLY, IN MY OPINION, IT'S THE *OTHER* WAY AROUND!

WHAT? ARE YOU *SERIOUS*?

WHAT DO I HAVE TO PROVE TO *YOU*?

THAT YOU DESERVE THE COSTUME.

NO. YOU DON'T.

THAT YOU DESERVE MY TRUST.

YOUR TRUST?

LADY, I DON'T KNOW WHERE YOU GET OFF--

BUT PETER *DID*.

THAT'S THE PROBLEM, SPIDER.

AFTER EVERYTHING PETER AND I HAD BEEN THROUGH, WE'D DEVELOPED A BOND--A FRIENDSHIP--AND A TRUST.

HE'D *BE* THERE FOR ME WHENEVER I NEEDED HIM.

LIKE *NOW*.

CAN I SAY THE SAME THING ABOUT *YOU*?

IGNORE HER FINGERS ON YOUR CHEST.

THE SCENT OF HER HAIR.

HER EYES...

I--I GOT MY INFO FROM A BUGLE REPORTER. HE GOT IT STRAIGHT FROM THE POLICE.

I WASN'T THERE THAT NIGHT.

I WAS WORKING AN APARTMENT IN BRIGHTON BEACH.

YOU MEAN ROBBING IT?

THEY HAVE YOU *ON TAPE*, FELICIA!

NOOOO-- SURVEILLANCE!

YOU WERE FOLLOWING JASON HAVERSHAW, RIGHT?

HIS *MOTHER* HAD HIRED US THREE WEEKS AGO.

SHE THOUGHT JASON WAS *STEALING* FROM HER!

TURNS OUT HE OWED SIX FIGURES TO A GANGSTER NAMED KASATANOV.

THAT'S A LOT OF MONEY!

AN AMOUNT WORTH *KILLING* FOR, ISN'T IT, SPIDER?

STAY FOCUSED, BENJAMIN.

(SHE MAKES THE WOMEN ON BAYWATCH LOOK LIKE SAND CRABS.)

SO, SPIDER-- WHAT'S IT GOING TO BE?

FELICIA. OR CAT. OR KITTY.

MS. HARDY--

--MS. HARDY... ARE YOU CLAIMING THAT SOMEONE *IMPERSONATING* YOU MIGHT HAVE COMMITTED THE MURDER?

TALK TO ME, CAT--THE REPORTER I JUST MET WITH SAID HE WOKE UP IN A RESTAURANT BATHROOM YESTERDAY.

--REMEMBERING *NOTHING* OF A LUNCH HE APPARENTLY HAD WITH HIS SOURCE--

--AND HIS NECK HAS BEEN SORE EVER SINCE!

MUST BE GOING AROUND. MY PARTNER IS USUALLY JUST A PAIN IN THE NECK, NOW HE HAS ONE, TOO.

DO YOU THINK THE *CHAMELEON* MIGHT BE INVOLVED IN THIS?

LET ME BUY YOU TWO CLUES, SPIDER-- *NUMERO UNO*--

SHYINK

--THE CHAMELEON IS AT *RAVENCROFT INSTITUTE* IMPERSONATING A PIECE OF *ASPARAGUS!*

NUMERO DOS--

OW!

MUCH AS I HATE TO THINK SOMEONE COULD COPY MOI-- *MNNFF*--YEAH, I DO!

DID YOU HURT YOUR NECK DURING OUR LITTLE ROOFTOP DANCE?

NMM--NO-- GOT STUNG BY A BEE A COUPLE OF DAYS AGO.

--CATS PREFER TO BE CARESSED, NOT GRABBED!

OUCH.

YOU'RE A BIT MORE... CUSHY IN THE TUSHY... THAN PETER, SPIDEY.

SSSTHIPP

MAYBE YOU'RE NOT CRAWLING AS MUCH AS YOU SHOULD BE?

OKAY, CAT, MAYBE I'M BEING STUBBORN--

--AND MAYBE BY SHOWING ME WHAT KIND OF PERSON YOU REALLY ARE, I CAN BELIEVE YOU'RE NOT A MURDERER.

BUT IF IT WASN'T THE CHAMELEON WHO DID THIS, WHO ELSE COULD IT HAVE BEEN?

DANA CARVEY?

YOU THINK SO?

UHM... HE'D HAVE TROUBLE DOING YOU IN THE--UHM-- LUNG--AREA--

UH-HUH.

...

ANYWAY, WHAT SAY WE FIGURE THIS ALL OUT TOGETHER?

THAT WAY YOU CAN KEEP AN EYE ON ME... JUST IN CASE?

SMART AND BEAUTIFUL.

NOT AT ALL. AND JUST TO PROVE THAT I TRUST YOU--

"--I'LL GO PAY JASON HAVERSHAW ANOTHER VISIT WHILE YOU TRY TO WORK OUT THAT RUSSIAN MOB CONNECTION..."

AH, DEAR ANDREA, WHAT A *MESS* YOU MADE OF A PERFECTLY DELIGHTFUL *ARRANGEMENT*...

...NOT TO MENTION WHAT A MESS YOU'VE MADE OF THE *CARISTAN*.

ALL BECAUSE YOU HAD TO START *PRYING* INTO THINGS WHICH NEEDN'T HAVE CONCERNED YOU.

IT IS A SHAME... I REALLY *DID* LIKE YOU.

CERTAINLY MORE SO THAN THAT PATHETIC--

BING BONG BING BONG BING BONG BING-BONG

I REALLY HATE THAT BELL.

JASE--HI--I HOPE I'M NOT INTERRUPTING ANYTHING, BUT I REALLY NEED TO TALK WITH YOU.

...

BEN. *BEN*-- HOW ARE YOU?

NO--NO-- NOT AT ALL. I'D INVITE YOU IN BUT--

--WELL... YOU UNDERSTAND...

NO, BUT I THINK I'M BEGINNING TO.

I HAVE TO MEET SOME PEOPLE DOWNTOWN. WALK ME TILL I GET A CAB?

I JUST WANTED TO KNOW-- IF THERE WAS ANYTHING I COULD DO TO HELP?

ME?

YOU KNOW--ABOUT YOUR MOTHER'S MURDER.

WELL, I'M SURE THE *POLICE* ARE DOING ALL THEY CAN.

I KNOW-- WELL, I HAVE SOME CONNECTIONS-- I THOUGHT--

NO OFFENSE MEANT, BENNY-- BUT WHY WOULD YOU *WANT* TO GET INVOLVED?

YOUR MOTHER MEANT A LOT TO ME, JASON.

SO DID YOU.

AT A-- *DIFFICULT*-- TIME IN MY LIFE--YOU BOTH SHOWED ME I COULD STILL MAKE A *DIFFERENCE* IN PEOPLE'S LIVES.

THAT I COULD STILL FIND A WAY TO *HELP*.

OF COURSE. AND WE APPRECIATED IT, MOTHER AND I.

BUT, FRANKLY, THERE'S REALLY NOT ALL THAT MUCH YOU CAN DO FOR *HER* ANYMORE...

...AND I'M *NOT* THE BOY YOU USED TO KNOW.

THAT'S FOR SURE.

FIRST OFF, JASON HAVERSHAW *NEVER* CALLED ME "BENNY."

SECOND OFF... HE WAS NEVER AS *ARROGANT* AS HE APPEARS TO BE NOW.

BUT HOW WELL DID I *REALLY* KNOW HIM?

HOW WELL DO *ANY* OF US KNOW EACH OTHER?

LOOK WHO'S ASKING! I'M A WEB-SWINGING CHINESE NESTING DOLL.

LAYERS INSIDE LAYERS.

WE TALKED SOME MORE BEFORE HIS CAB CAME BY.

HE PRACTICALLY *BOASTED* ABOUT HOW MUCH HE STOOD TO INHERIT.

SOMETHING ABOUT HIM DOESN'T FEEL RIGHT, BUT HOW CAN I BE SURE?

WHAT'S REAL AND WHAT'S THE FACADE?

HOW CAN WE BE SURE WHAT'S HIDING BENEATH THE *MASK*--

--OF ANYONE WE MEET?

CHIK

KLIK

<IT'S ME.>

<IS VALERI HERE?>

DA.

<BOYS-- BUSY SCHEMING TO CONQUER THE WORLD, I SEE.>

<HAVE YOU GOTTEN THE MONEY YET?>

<WHY, I AM FINE, VALERI, AND HOW ARE YOU?>

<THE MONEY?>

:SIGH.:

<THIS IS A FAR MORE COMPLICATED BROTH THAN THE USUAL "BREAK HIS THUMBS UNTIL HE PAYS" CUISINE YOU TEND TO DINE ON, KASATANOV.>

<ALL I KNOW IS THAT SPOILED AMERICAN BRAT OWES ME ONE-HUNDRED AND THIRTY FIVE THOUSAND DOLLARS--

<--AND SEVENTY-TWO CENTS!>

<VAL...YOU'RE ADORABLE WHEN YOUR NOSE GLOWS RED LIKE THAT.>

<LIGHTEN UP ON THE STOLIE-- AND THE STOGIE-- DEAR BOY.>

< I HAVE TOLD YOU, WHEN I AM FINISHED, YOU WILL HAVE ONE HUNDRED TIMES WHAT JASON HAVERSHAW OWED YOU!>

SUCH A NICE NIGHT FOR A MIDNIGHT STROLL.

GEE WHIZ, THE BIG APPLE SURE HAS CHANGED IN THE TIME I WAS GONE.

THE IDLE RICH HAVE NO PROBLEMS TAKING A WALK THROUGH A CESSPOOL LIKE ALPHABET CITY ANYMORE!

OH, LOOKEE HERE. IT'S A PARTY.

GO FIGURE.

SOMEONE ELSE IS FOLLOWING JASON AS WELL.

THE CAR MIGHT AS WELL HAVE "UNMARKED POLICE VEHICLE" STENCILED ON ITS ROOF!

AND IS THE JASON I KNEW CAPABLE OF KILLING HIS OWN MOTHER?

ARE THE COPS SUSPICIOUS OF HIM ALSO?

COULD THE BLACK CAT ANGLE HAVE BEEN JUST A RUSE TO TRY AND GET JASON TO MAKE A MISTAKE?

TOO MANY QUESTIONS.

ONE ANSWER.

I DON'T KNOW.

DID YOU GET IT--?

HERE.

--DO YOU KNOW-- DO YOU--

--WHERE MY FREE-BASING STUFF IS--?

PATHETIC, JASON.

ABSOLUTELY PATHETIC.

AAAH--

LUCKY FOR ME THOUGH, THAT I ONLY HAVE A *FEW* MORE WEEKS OF PUTTING UP WITH YOU.

ZZKK CHIK

AND THEN, YOUR MOTHER'S *ENTIRE* ESTATE WILL BELONG TO--

ZZKK CHIK

--SKULL-JACKET!

I CAN SEE HER AS I SWING PAST THE CHRYSLER BUILDING.

THE SUN RISES BEHIND HER TO THE EAST.

I WATCH HER FOR A FEW MINUTES.

SHE STANDS POISED. LIKE A STATUE.

LIKE A CAT.

YOU'RE FORTY-FIVE MINUTES LATE.

DEFINITELY LIKE A CAT!

I PREFER SLEEPING BY DAY. THAT WAY, I NEVER MISS OUT ON THE NIGHTLIFE.

YOU KNOW, I COULD'VE JUST MET YOU AT *YOUR* PLACE AND SAVED YOU THE SWING.

UHM-- I-- LISTEN-- MS. HAR--

--FELICIA--

--CAT--

--KITTY--

CAT-- I'M NOT *HIM*. I'M *ME*!

AND ME PREFERS SOME *DISTANCE* BETWEEN US.

SORRY. I TRIED CATCHING A COUPLE HOURS AND OVERSLEPT.

YOU KNOW HOW IT IS.

DO YOU, REALLY--?

NO.

YES!

WHAT DID YOU GET?

SHOW ME YOURS AND I'LL SHOW YOU MINE.

OH, WAIT, TOO LATE... I'VE ALREADY SEEN YOURS...

HEY!

GEEZ, LIGHTEN UP! YOU'RE TIGHT ENOUGH TO PASS DIAMONDS!

YOU GO AHEAD AND TELL ME WHAT YOU GOT!

JASON STANDS TO INHERIT OVER TWENTY FOUR *MILLION* DOLLARS.

AND THE COPS HAVE SUSPECTED HIM ALL ALONG.

YOU MEAN MY FACE IS GOING TO BE PLASTERED ALL OVER THIS MORNING'S BUGLE--

--AND THE COPS *KNOW* I DIDN'T KILL HIM?

LISTEN, CAT-- THEY HAVE YOU ON VIDEOTAPE IN ANDREA'S HOUSE!

MAYBE THEY SUSPECT JASON *HIRED* YOU TO KILL HIS MOTHER?

I KNOW *EXACTLY* WHAT YOU MEAN, SPIDER.

WHY SHOULDN'T THE COPS THINK I'D DOUBLE-CROSS ANDREA FOR A BUCK?

MAYBE THEY'RE PUTTING THE SQUEEZE ON *YOU* SO YOU'LL TURN *HIM* IN.

AFTER ALL, I AM NOTHING MORE THAN A CONVICTED FELON, RIGHT?

NO, CAT-- WAIT-- I KNOW HOW--

CAT...

SHE HAS EVERY RIGHT TO FEEL HURT.

MAD I MUST BE? I DOUBT IT.

HERE'S THE INFO WE DUG UP ON THE KASATANOVS CHOKE ON IT!

WE ALL JUDGE EACH OTHER ON FACE VALUE, DON'T WE? RIGHT OR WRONG.

CAT'S EYE SURVEILLANCE PICTURES OF THE KASATANOVS.

JASON CAUGHT BUYING DRUGS FROM THEM ON FILM.

CLEAR ANGLE. NICE LIGHTING. KIND OF PICS I USED TO MAKE A LIVING TAKING.

THE KIND OF PICS I MIGHT BE ABLE TO USE--

--TO NAIL JASON AND CLEAR FELICIA'S NAME ALL AT ONCE...

LET'S JUST HOPE THE DORK IS AT WORK ALREADY...

YOU HAVE TO HANG BACK, ELLIS.

YOU WERE ONLY GIVEN A RIDE TO THIS BUST--

--BECAUSE SPIDEY GAVE YOU THE EVIDENCE WE NEEDED TO SECURE A SEARCH WARRANT.

NOK NOK

CELLANOS. MURPHY. HOMICIDE.

THANK YOU FOR NOT RINGING THAT DREADFUL BELL, DETECTIVE.

HOW CAN I HELP YOU?

BY TAKING OFF THE MASK AND SHOWING US THE REAL YOU, JASON.

BY ADMITTING YOU HIRED SOMEONE TO IMPERSONATE FELICIA HARDY TO MURDER YOUR MOTHER!

COME CLEAN, JASE--

--SO THAT I CAN STOP FEELING--

--THE WEIGHT OF EVERYONE'S EXPECTATIONS ON MY BACK.

AND SO THAT YOUR MOTHER CAN REST IN PEACE.

AND SO THAT A BEAUTIFUL YOUNG WOMAN CAN HAVE SOME OF HER LOST FAITH RESTORED.

WHILE A CERTAIN FRIENDLY, NEIGHBORHOOD SPIDER-MAN LOSES ANOTHER PIECE OF HIS OWN...

--CAN I GET YOU SOME COFFEE?

SURE, THANKS.

ONE THING I DON'T UNDERSTAND--

--WHY WOULD YOU NEED A SEARCH WARRANT WHEN *THIS* WAS THE SCENE OF THE MURDER?

WELL, IT'S A PROTOCOL THING.

THE D.A.'S OFFICE *ALWAYS* WANTS US TO COVER OUR BUTTS WHEN WE SEARCH FOR EVIDENCE.

EVIDENCE?

WELL, SOME... *INTERESTING*... THINGS HAVE COME UP...

...REGARDING YOUR INHERITANCE--

--AND SOME OF YOUR OUTSTANDING *DEBTS*...

LIKE KEEPING THE MAIN ENTRANCE CLEAN IS JUST A... COVER--FOR WHAT?

DISCARDED SYRINGES?

BUT HAVERSHAW'S ARMS WERE CLEAN.

SHOOTING BETWEEN HIS TOES? NO.

THE PLACE IS A TOTAL MESS ONCE YOU GET INTO IT.

FOLLOW THE GARBAGE, MARCELLA. LIKE A TRAIL...

MURPH--ARREST THAT GUY NOW!!

BZROX

I CAN'T SAY AS HOW I'M DISAPPOINTED THAT MY CHARADE IS OVER.

TTHPP

I HAD GROWN RATHER WEARY OF LIVING INSIDE THIS CHILD'S SKIN!

AAGH--!

AH...

SRAKK

BUT RUINING MY PLANS WILL STILL COST YOU ALL A VERY HEAVY PRICE!

FREEZE!

ZZKK

CHIK

HMM...

...NO, I THINK NOT.

I DON'T RECALL GIVING YOU A CHOICE.

PRAPPAPRAPPA

NNMMFF

GUNFIRE?!

DID THEY SHOOT JASON?!

OR--COULD HE HAVE FIRED ON TWO CORS?

ONLY ONE WAY TO FIND OUT..

SORRY, MURPH, FOR REMOVING THIS *NEURO-DART* SO QUICKLY.

BUT, ON YOU, THAT'S PROBABLY AN IMPROVEMENT.

YOUR NECK IS GOING TO BE A RATHER ACHING ENCUMBRANCE BETWEEN HEAD AND SHOULDERS FOR QUITE A WHILE.

LET ME JUST DOWNLOAD THE *RNA SEQUENCING* INTO MY *IMAGING TERMINAL*...

CHK CHK

...AND THE *HOLO-GRAPHIC PROJEC-TORS* TURN ME INTO A DONUT-EATING FLATFOOT IN NO TIME AT ALL!

OOOH, SORRY TO HEAR ABOUT YOUR *SON, MURPH*. MUST BE TOUGH FOR A "*MAN'S MAN*" LIKE YOU TO DEAL WITH THAT, HUH?

CRASH

SPIDER-MAN--?!

WHAT--?

IT WAS HAVERSHAW-- THE SNOT PUNK SHOT AT US!

WHERE IS HE?

RAN THAT WAY!

STAY HERE--SEE ABOUT ELLIS!

WAIT... WHERE'S THE WOMAN?

SPIDER-SENSE--

PRAPPAPAPPAPPA

PRAPPAPAPPAPPA

ASSAULT WEAPONS FIRING OUT OF *THIN AIR?*

WHAT IN THE NAME OF THE *X-FILES* IS GOING ON HERE?

DUCK SEASON! SPIDEY SEASON!

DUCK SEASON!

ZZKKCHIK

HMMM. SPIDEY SEASON.

THIS IS STRICTLY A *BUSINESS VENTURE* HERE, SPIDER-MAN.

I'D PREFER NOT TO PARTICIPATE IN ONE OF THOSE ROUTINE *SKIRMISHES* YOUR TYPE PATRONIZES.

COMING FROM A *CHAMELEON-WANNA-BE*...

...I'M NOT SURPRISED!

I AM NOT THE CHAMELEON!!

THE SKULL-JACKET IS *BETTER* IN *EVERY SINGLE WAY!*

OOOH, SEEMS I STRUCK A *NERVE* THERE.

THE *TECHNOLOGY* ORIGINALLY USED TO CREATE THAT TRAITOROUS ASSASSIN HAS BEEN CONTINUALLY *IMPROVED* UPON BY MY COUNTRYMEN!

MAYBE SO.

THOUGH I'D LOOOVE TO SIT AROUND LISTENING TO YOUR "I'M-SURE-IT'S-REALLY-INTERESTING" ORIGIN STORY--

--Y'KNOW HOW IT IS... THINGS TO DO PLACES-TO BE PEOPLE TO SEE.

SORRY IF I OFFENDED YOU BEFORE BY COMPARING YOU TO OL' NO-FACE--

KRAKOW

--BUT I'M SURE YOU WON'T MIND IF YOU DO SHARE ONE THING IN COMMON WITH HIM--

--A GLASS JAW!

WELL, THAT WAS SURPRISINGLY ANTI-CLIMACTIC.

THESE DARTS SURE ARE INTERESTING.

EXPLAINS THE NECK-ACHES GOING AROUND.

DRAWS A TARGET'S BLOOD AND DOWNLOADS RNA MEMORY CELLS INTO A PROCESSING TERMINAL ON THIS DUDE'S EQUIPMENT?

WOW, THE KGB MUST 'VE BEEN BUSY BEAVERS BEFORE THE SOVIET COLLAPSE.

ELLIS. PROUST. MURPHY. FELICIA...

...HE IMPERSONATED ALL OF THEM...

...WHICH MEANS...

...JASON HAVERSHAW WAS ACTUALLY SKULL-JACKET ALL ALONG!

I'M SORRY... MOMMY... I'M SORRY...

A PART OF ME ALMOST WISHES IT HAD BEEN THE REAL JASON.

POLICE ARE THERE BY THE TIME I COME OUT.

SKULL-JACKET'S EQUIPMENT IS DISMANTLED AND HE'S PUT IN CUFFS.

ELLIS AND THE WOMAN COP ARE GOING TO BE FINE.

I WISH I COULD SAY THE SAME FOR JASON.

AND ME.

DON'T BE SO DOWN ON YOURSELF, SPIDER.

LOOK AT THE BRIGHT SIDE--YOU DON'T HAVE TO WORRY ABOUT MOI STARRING IN ARYKER'S ISLAND SEQUEL TO "CHAINED HEAT."

(I'M TOO BUMMED TO EVEN FANTASIZE ABOUT IT.)

I DIDN'T MAKE A DIFFERENCE, CAT.

YEARS AGO... I THOUGHT I'D HELPED JASON GET BETTER--

--BUT I WAS KIDDING MYSELF. THEN AND NOW.

SOME PEOPLE HAVE TO HELP THEMSELVES, SPIDER.

JASON WAS SO STRUNG-OUT--SO IN-DEBT FOR DRUGS AND GAMBLING--

--THAT THE ONLY WAY HE COULD GET THE MONEY HE NEEDED WAS TO INHERIT IT FROM HIS MOM.

ANDREA BEING STILL ALIVE COMPLICATED THINGS, OF COURSE...

THE KASATANOVS BROUGHT IN THEIR *OWN* ASSASSIN.

THEY FIGURED THAT IF THEY PLAYED THE GAME OUT LONG ENOUGH, NOT ONLY COULD THEY GET THE MONEY JASON OWED THEM--

--BUT THEY COULD ALSO EMBEZZLE HER *ENTIRE* ESTATE!

AND IT WAS IN SKULL-JACKET'S BEST INTERESTS TO DEFLECT ATTENTION *AWAY* FROM JASON FOR AS LONG AS POSSIBLE?

KEEP THE HEAT *AWAY* FROM THE TRUTH UNTIL THE *WILL* WAS READ AND THE MONEY DISBURSED, RIGHT?

THAT'S WHY SKULL-JACKET IMPERSONATED ME, PAUL, THAT REPORTER--JUST TO KEEP EVERY-ONE SCRAMBLING AROUND.

AND LETTING ME SEE THE JASON I *WISHED* WERE THE REAL ONE.

PUTTING ON A SMILING *MASK* FOR ALL THE WORLD TO SEE.

THE MASK I *WANTED* TO SEE.

THE ONLY THING NO ONE COUNTED ON WAS RUNNING UP AGAINST ONE MAN WITH AS *STRONG* A SENSE OF *RESPONSIBILITY*...

...AS SPIDER-MAN HAS.

?

UH...THAT'S THE *FIRST* TIME YOU CALLED ME SPIDER-MAN.

BECAUSE THAT'S THE FIRST TIME I BELIEVED IT WAS *TRUE*...

...BEN...

SPIDER-MAN. BEN REILLY. PETER PARKER. HERO.

FELICIA HARDY. BLACK CAT. CRIMINAL.

WHAT HAPPENS... WHEN YOU CAN'T TELL WHICH IS WHICH...

...AND THE MASK BECOMES...

...THE REAL YOU?

End

MAR • 2

MARVEL SPIDER-MAN GROUP

SPIDER-MAN TEAM-UP FEATURING THE SILVER SURFER

APPROVED BY THE COMICS CODE AUTHORITY

ATOMIC PAINTBRUSH

FOCUS.

THAT'S WHAT'S REQUIRED TO KEEP TRACK OF EVERY SINGLE STAR AND PLANET YOU'VE EVER CHARTED -- AN INCREDIBLE AMOUNT OF **FOCUS**.

ADD TO THAT A CONCENTRATIVE SEARCH FOR A FUGITIVE PIECE OF RECOLLECTION THAT FRUSTRATINGLY ELUDES YOU --

...AND YOU TOO MIGHT BE A LITTLE TOO DISTRACTED TO NOTICE --

-- WHEN THE **BIZARRE** COMES BARRELING UP YOUR TAIL.

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WASTE 'IM!

AMBUSH

BY THE STARS! MY REVERIE ALMOST COST ME THAT TIME!

THANKFULLY, EVEN WHILE LOST IN THOUGHT, MY MIND'S EAR COULD STILL ISOLATE THE ANACHRONISTIC SOUNDS OF A TERRAN BIPLANE'S ENGINE ROARING THROUGH THIS CORNER OF SPACE.

HEAR ME! I AM THE SILVER SURFER! I DON'T KNOW THE REASON FOR THIS AMBUSH, BUT IF YOU VALUE YOUR LIVES, YOU'LL DESIST BEFORE--

EAT LEAD, SHINY!

FOOLS.

HEY! WHERE'D HE GO?!

HOLY --! HE'S COMIN' IN FROM BEHIND! I CAN'T GET A BEAD --

WE'VE BEEN HIT!

MAYDAY! MAYDAY! THIS IS THE FLYIN' GUTMANN CALLIN' BIG CASINO!

WE'RE COMIN' IN WITH A BUSTED WING! GET GROUND CREW READY! MAYDAY! YA GOT THAT? MAYDAY!

THE BIPLANE'S CIRCLING TO THE OTHER SIDE OF THAT PLANET. I SUPPOSE THAT I SHOULD JUST LEAVE THIS MATTER BE --

-- BUT EVEN I MUST ADMIT TO SOMETIMES BEING A SLAVE TO MY OWN...

...CURIOSITY.

INCREDIBLE! THE CONFIGURATIONS OF THAT SPACECRAFT ARE ALMOST IDENTICAL TO THOSE OF A TERRAN *ZEPPELIN!*

EVEN AFTER ALL THESE MANY YEARS OF STAR TRAVELING, I AM STRUCK BY MY ABILITY TO STILL BE *SURPRISED.*

DESPITE ITS DAMAGE, THAT BI-PLANE IS STILL TRAVELING WITH IMPRESSIVE SPEED.

I HAD BETTER ACCELERATE SO THAT THE DIRIGIBLE'S ACCESS BAY DOES NOT SEAL ITSELF BEFORE I GET THERE.

IF THERE ARE ANSWERS TO BE FOUND, THEY WILL BE INSIDE THAT BLIMP.

Oh, NO! HE FOLLOWED US! STAY BACK! WE'RE WARNIN' YA!

YOU'RE WARNING *ME?!*

LET US RESOLVE THIS PRONOUN PROBLEM RIGHT NOW -- IT IS *I* WHO AM WARNING *YOU!*

WHO ARE YOU? WHY DID YOU ATTACK ME? ARE YOU TERRAN, OR --?

HEY, PAL! TAKE IT EASY THERE!

THESE FLYBOYS AIN'T TOO BRIGHT, BUT THEY MEAN WELL.

YA GOTTA UNDERSTAND, SURFER -- THEY'RE STILL A LITTLE ANTSY 'BOUT ANYONE WHO USED TO BE ON BIG BOSS GALACTUS'S PAYROLL.

THE NAME'S *FLOYD DONAHUE.* WELCOME TO THE *BIG CASINO.*

PUT THE HEATERS AWAY, YA LUGS. THE SURFER'S OKAY, *SEE?*

C'MON, PAL. YOU 'N' ME GOT A LOTTA TALKIN' TO DO.

SO, HOW D'YA LIKE MY OPERATION? BETCHA KINDA WONDERIN' WHAT AN EARTH GAMBLIN' JOINT IS DOIN' OUT HERE IN THE MIDDLE OF SPACE, huh?

YES.

WELL, LIFE'S JUST FULLA SURPRISES, AIN'T IT?

IT IS. ALTHOUGH FEW THINGS THAT YOU *SKRULLS* DO SHOULD SURPRISE ME ANYMORE.

I'M IMPRESSED. WHAT TIPPED YA OFF?

SKRULL HEARTBEATS ARE FAIRLY SIMPLE TO IDENTIFY. YOUR RACE HAS NEVER QUITE PERFECTED THAT PART OF YOUR PHYSIOLOGICAL TRANSMUTATION.

Hmm -- YA GOT *SOME* EARS -- WHEREVER THEY ARE.

WHY SUCH AN ELABORATE CHARADE?

GREAT FOR BUSINESS. WHY ELSE?

COME INTO MY PRIVATE OFFICE. I DON'T WANT YOUR PRESENCE SPOOKIN' OFF THE CUSTOMERS.

GRAB A CHAIR. THAT BOARD OF YOURS MUST BE GETTIN' HEAVY. DRINK?

NO -- THANK YOU.

WHAT TYPE OF ESTABLISHMENT IS THIS REALLY? I'VE NEVER KNOWN A SKRULL WHO DIDN'T HAVE AS MANY ULTERIOR MOTIVES AS FACES.

HEY, LET'S NOT GET NASTY. AT LEAST US KRALIAN SKRULLS ARE *SUPPOSED* TO BE HERE. WHAT'S *YOUR* STORY?

THIS AIN'T EXACTLY YOUR REGULAR STOMPIN' GROUNDS, IF YA KNOW WHAT I MEAN. WHAT'RE YA DOIN'... SLUMMIN'?

HEY, SURFER! TURN AROUND FROM THAT WINDOW AND LOOK AT ME WHEN I'M TALKIN' TO YA!

THE STARS... THE CONFIGURATION... HOW COULD I NOT HAVE SEEN IT SOONER..?

...I REMEMBER...

LISTEN, IF YOU'RE STILL SORE 'BOUT CAIRO AND HIS BOYS SHOOTIN' AT YA --

I HAVE TO GO. GOODBYE, Mr. DONAHUE.

G'BYE? Uhh -- BUT YA JUST GOT HERE.

YES, AND I ACCEPT YOUR APOLOGY ABOUT THE ATTACK. NOW I HAVE A MORE PRESSING MATTER TO ATTEND TO.

TOO BAD. I KNOW A COUPLA DAMES WHO'D'VE REALLY TAKEN A "*SHINE*" TO YA -- IF YOU GET MY DRIFT.

WELL, SO LONG. I'LL HAVE ONE OF M'BOYS SEE YOU OUT --

NO NEED.

YEAH, RIGHT.

GOOD RIDDANCE. THAT GUY GIVES ME THE CREEPS.

AND IF THERE'S ONE THING THAT'S CREEPIER THAN THE SILVER SURFER... IT'S A ***SMILIN'*** SILVER SURFER.

WHAT WAS *THAT* ALL ABOUT?

EARTH.

MANHATTAN AT NIGHT. THE METROPOLITAN CORNERSTONE OF THE "CITY THAT NEVER SLEEPS". IT'S A FITTING APPELLATION.

FOR HOW CAN ANY CITY SLEEP WITH ALL THOSE LIGHTS, ALL THOSE SOUNDS BOUNCING AND ECHOING AGAINST ITS WALLS OF STONE AND STEEL?

IT PULSES WITH THE VIBRATIONS OF A CACOPHONOUS SYMPHONY, MELODIOUS AND DISCORDANT ALL AT ONCE.

IT'S THE SUPREME RUSH EXEMPLIFIED, THE ULTIMATE THRILL RIDE. IT IS LIFE LIVED ON THE VERY EDGE.

IT IS THE ADRENALINE THAT PUMPS THROUGH THE VEINS OF A YOUNG MAN ONCE CALLED **PETER PARKER**, WHO NOW ANSWERS TO THE NAME **BEN REILLY**.

AMID THE THUNDERING HAIL OF SPRAYING BULLETS, YET ANOTHER PASSAGE IN THE MUSICAL OPUS, LIFE IN THE CITY GOES ON AT FULL THROTTLE FOR THE LOOSE-LIMBED HERO KNOWN TO THE PUBLIC AS **SPIDER-MAN**.

YAHOO!

THANKS, GUYS! I REALLY NEEDED THIS!

IT'S BEEN ALMOST A WHOLE HALF-HOUR SINCE I'VE HAD TO KNOCK A COUPLE OF PUNKS' HEADS TOGETHER.

I THOUGHT I'D JUST ABOUT DIE OF BORE-DOM!

FREEZE, SPIDER-MAN!

BACK OFF AND LET US GO -- OR I'LL WASTE HER!

Y'HEAR, ME, WEB-SLINGER? I AIN'T BLUFFIN! Y'HEAR?!

HEY, MAN, I'M NOT DEAF.

PRETTY FANCY LOOT YOU'RE HAULING THERE. DIDN'T THINK YOU GUYS WERE INTO THE ARTSY STUFF.

OR MAYBE YOU'RE JUST SPECULATORS, huh?

I *HATES* SPECULATORS!

AND I'M NOT STUPID, EITHER.

YOU DON'T REALLY EXPECT ME TO BELIEVE YOU CAN SHOOT ANYONE WITH THE GUN'S SAFETY ON, DO YOU?

SAFETY -- ON --?

Hah! MADE YA LOOK!

THWIP

I TELL YA, IF BRAINS WERE ELECTRICITY, YOU WOULDN'T HAVE ENOUGH TO POWER A NIGHT-LIGHT.

HOW ABOUT YOU, MISS? HE DIDN'T HURT YOU ANY, DID HE?

NO, I'M JUST A LITTLE RATTLED, THAT'S ALL.

I'M ALICE ZREIBAC, OWNER OF THE ART GALLERY. I GUESS I PICKED A HECK OF A DAY TO BE WORKING LATE ON INVENTORY.

ALL RIGHT -- NOBODY MOVE! THIS IS THE POLICE!

HEY! DOUSE THE SPOTLIGHTS, OFFICER. THE CURTAIN'S ALREADY COME DOWN ON THIS SHOW.

SPIDER-MAN?

YEAH, THAT'S RIGHT -- BUT THIS IS SOMETHING YOU CAN'T PIN ON ME.

I'VE GOT A WITNESS.

WHOA THERE, TAKE IT EASY.

IT'S ME, DETECTIVE SNIDER.

YOU'RE PREACHING TO THE CONVERTED HERE. ALTHOUGH I WOULD APPRECIATE A STATEMENT, IF YOU DON'T MIND.

-- SNIDER --?

Umm-- SORRY, SNIDER, THE LIGHTS BLINDED ME FOR A SECOND.

I WAS JUST DOIN' MY BIT FOR THE ARTS. NOT MUCH MORE TO ADD TO THAT.

GOTTA GO. NICE SEEING YOU AGAIN, SNIDER. ADIOS!

YEAH, Uh-huh.

FUNNY... I HAVEN'T SEEN THE WALL-CRAWLER AROUND THIS NECK OF THE WOODS IN SOME TIME...

...BUT HE ACTED AS IF HE NEVER SAW ME BEFORE IN HIS LIFE!

FIVE LONG YEARS SINCE THE JACKAL RESCUED ME FROM THAT SMOKESTACK AFTER MY BATTLE WITH MY CLONE --

FIVE YEARS -- A CLONE'S LIFETIME --

MAN, WHAT A NUMBER WARREN DID ON ME. ALL THOSE YEARS BELEIVING I WAS THE CLONE -- FIVE YEARS WASTED BROODING AND MOANING AS A WANDERER NAMED BEN REILLY --

-- WHILE MY DOPPELGANGER LIVED THE LIFE THAT WAS ONCE WAITING FOR ME --

-- EVEN MARRIED MARY JANE. NOW THAT THREW ME -- NEVER THOUGHT ANYONE COULD MAKE ME GET OVER GWEN --

I ENVIED HIM SO MUCH FOR THAT.

YEAH, THAT JACKAL PLAYED ALL THE ANGLES. EVEN GETTING ME TO BATTLE MY CLONE AGAIN -- AS THE SCARLET SPIDER.

WHO WOULD HAVE THOUGHT AFTER ALL THAT HAPPENED, IT WOULD ALL COME FULL CIRCLE?

"THE LIGHTS BLINDED ME". BOY, REILLY, COULDN'T YOU HAVE COME UP WITH ANYTHING *MORE* LAME?

I SHOULDN'T HAVE GOTTEN SO RATTLED -- THINGS LIKE THIS ARE GOING TO HAPPEN ALL THE TIME.

A LOT OF TIME'S FLOWN BY SINCE I WAS LAST SPIDER-MAN. FIVE YEARS.

PETER PARKER, AKA BEN REILLY, UNMARRIED, WITHOUT CHILDREN, SWINGING FAST AND FREE AS YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN--

--WHILE PETER PARKER, FORMER PHOTOGRAPHER FOR THE *DAILY BUGLE* RETIRES TO PORTLAND, OREGON WITH HIS BEAUTIFUL, PREGNANT WIFE TO LIVE HAPPILY EVER AFTER.

"WHO SAYS ONE MAN CAN'T HAVE IT ***BOTH*** WAYS?"

WITH MY FIELD OPERATIVES MONITORING THE SCENE, IT WILL BE BUT A MATTER OF SCANT MOMENTS BEFORE THE FIRST STEP IS TAKEN IN OUR LONG-RANGE PLANS FOR THAT RUFFIAN ADVENTURER CALLED SPIDER-MAN.

THE TIME OF IMPLEMENTATION HAS ARRIVED. ALL VARIABLES HAVE BEEN EVALUATED AND THE SUBJECT IS IN PLACE.

AND THE POOR, ARROGANT FOOL WILL HAVE NO IDEA THAT IT WAS HE WHO PROVIDED THE TOOL OF HIS DESTRUCTION.

ONE OF HIS OWN ***TRACING DEVICES***. IT TOOK CAREFUL CALCULATIONS, POSTULATIONS, AND NO SMALL MEASURE OF FORTUITY TO ACQUIRE IT.

MONITOR NO 2

SPIDER TRACER

BUT ONCE I DID IT WAS SO RIDICULOUSLY EASY TO RECALIBRATE ITS CIRCUITRY. YES, THIS PLAN WILL WORK JUST FINE.

AS ALWAYS, ***THE THINKER*** HAS THOUGHT OF EVERYTHING.

THAT'S WHAT YOU THINK, THINKER. THAT'S WHAT I *WANT* YOU TO THINK.

THIS TIME IT IS *YOU* WHO WILL BE *MY* PAWN!

VENGEANCE WILL BE MINE AT LAST!

Ohh -- BUT I MUSN'T LOCALIZE MY MONITORING HERE -- THERE ARE SO MANY INPUTS TO PROCESS. SO MANY IMAGES TO SUBSUME.

A COMPLICATED SYSTEM, THIS ONE. TOOK ME LONGER THAN USUAL TO ACHIEVE FULL ACCLIMATIZATION.

MONITOR, INPUT. PROCESS. ANALYZE -- LEARN. OVER AND OVER AND OVER AGAIN. IT IS MONOTONY AT ITS MOST MADDENING.

NO! I MUST NOT FALL INTO THAT TRAP AGAIN! I MUST REMEMBER THE MOST IMPORTANT LESSON I'VE LEARNED OVER ALL THESE INTERVENING YEARS. I MUST BE *PATIENT*.

YES, THIS TIME I MUST HAVE PATIENCE -- THE PATIENCE OF *A MACHINE*.

MONITOR. INPUT. PROCESS. ANALYZE. LEARN. FROM THE MUNDANE TO THE MONUMENTAL, I WILL ABSORB IT ALL. INFORMATION IS POWER AND I MUST BE THE MOST POWERFUL OF ALL.

Eh? INPUTTING THROUGH MONITOR Y-237-1R. THAT HYPERSPATIAL WORMHOLE DEVELOPING 1.6733 MILLION KILOMETERS FROM TERRAN ORBIT.

ANALYZING... YES... YES...

YES! IT IS HE!

NOW, THAT WAS RELATIVELY SIMPLE.

WHY COULDN'T THAT COSMIC RIFT BACK WHERE I ENCOUNTERED THAT OUTRIDER CRAFT BEEN AS EASILY TRAVERSED?*

OUTRIDER SEVEN WAS SO DESPERATE TO SAVE HIS PEOPLE. HE ACTUALLY MADE ME BELIEVE THAT I WAS THE ANSWER TO HIS PRAYERS.

* Check out the events in SILVER SURFER #111-114
Ye Ol' Cosmic Editor

HOW I WISH HE HAD BEEN RIGHT. BUT, THAT'S ALL MOOT NOW -- AND PERHAPS IT'S JUST AS WELL.

OF ALL THE VOCATIONS I HAVE PURSUED IN ALL MY YEARS OF EXISTENCE, ONE THAT HAS NEVER PROVEN SUCCESSFUL FOR ME WAS THAT OF A *MESSIAH*.

PATIENCE. YES... I SHOULD HAVE TRIED IT LONG AGO. NOW ALL THE PIECES ARE IN PLACE.

IT IS TIME, SILVER SURFER, THAT I THANK YOU PROPERLY FOR THE "*KINDNESS*" YOU GRANTED ME ALL THOSE YEARS AGO.

MAN, WHEN WILL I LEARN TO PACK A WATCH?

I'M GONNA MISS MY LATE SHIFT AT THE COFFEE HOUSE--

Huh? I'M PICKING UP SOMETHING --

-- FROM ABOVE.

Hmph -- NOTHING BUT A BUNCH OF PIGEONS.

MAYBE MY SPIDER SENSE IS TRYING TO KEEP MY NEW SUIT FROM GETTING SPLAT --

YOW! MY HEAD!

Oh, GOD... IT'S LIKE SOMEONE'S LANCED MY BRAIN WITH A CATTLE PROD.

THE PAIN-- IT'S *KILLING* ME!

WHOA! IT'S GONE. LIKE SOME-ONE JUST FLIPPED OFF THE JUICE.

I CAN THINK AGAIN --

-- AND I THINK I'M IN *DEEP TROUBLE!*

BUT HEY -- "TROUBLE" IS MY MIDDLE NAME -- OR IS IT "MELVIN"?

WELL-- THAT WAS FUN.

WONDER WHAT CAUSED MY SPIDER-SENSE TO REACT SO VIOLENTLY. COULD IT BE SOMETHING THAT THE JACKAL DID THAT I'VE STILL GOT PLANTED IN MY BRAIN SOMEWHERE?

BOY, YOU NEVER APPRECIATE YOUR REFLEXES UNTIL YOU'VE LOST THEM.

I CAN'T THINK OF ANY OTHER LOGICAL EXPLANATION. AFTER ALL, THE ONLY THINGS AROUND ME AT THE TIME THE PAIN STARTED WERE THOSE --

-- PIGEONS?!

AAARRRHHH!

MY, MY. THAT MUST HAVE HURT MORE THAN I THOUGHT IT WOULD.

PERHAPS I SHOULD HAVE MODIFIED THE SIGNAL A BIT LOWER INITIALLY.

SOMETHING TO *THINK* ABOUT, I SUPPOSE. LATER.

GET OUTTA MY HEAD! BLAST YOU! GET OUTTA MY HEAD!

THAT'S IT, SPIDER-MAN. FIGHT THE PAIN! USE UP YOUR STRENGTH -- CONSUME YOURSELF WITH IT -- WE SHALL DO THE REST.

EVERY PERFORMER HAS A ROLE TO PLAY IN THIS MASTER OPUS -- AND YOURS IS THE ROLE OF A HERDED STEER.

WHATEVER'S GOING ON, IT HAS SOMETHING TO DO WITH THOSE BIRDS.

GOTTA GET THEM OFF MY TAIL.

YO! BIRDIES! IT'S FEEDING TIME!

FAST LITTLE SUCKERS! IT'S AS IF THEY WERE *EXPECTING* ME TO DO THAT.

OWW -- PAIN'S REALLY BAD NOW-- COMING FROM EVERYWHERE --

CONCENTRATE, REILLY... *CONCENTRATE!*

BINGO! DODGING THE BRICKS DISORIENTED THOSE PIGEONS JUST LONG ENOUGH FOR ME TO GET A WEB UP AND SNARE THEM.

THERE, YA BUZZARDS! GO AHEAD! REPORT ME TO THE *ASPCA*, WHY DON'T YA!

WHOO-- STUPID, REILLY, STUPID. THIS HEADACHE'S NOT BENEFITING FROM YOU YELLING LIKE THAT.

MAN, I'VE NEVER FELT ANYTHING LIKE THIS. THE PAIN FEELS ALMOST TANGIBLE.

LIKE IT WAS GONNA PHYSICALLY RUSH UP AND--

-- *GRAB ME?!*

YYAAHHRR!

THE ELECTRIC SHOCK COURSES THROUGH THE WEB-SLINGER LIKE FLAME RUSHING ALONG A FUSE WIRE.

HIS WHOLE BODY EXPLODES WITH PAIN -- JOLTING, SEARING PAIN. PAIN STRONG ENOUGH TO MAKE HIM FORGET -- FOR ONE INCENDIARY MOMENT -- THE AGONY IN HIS HEAD.

AND WHEN THAT MOMENT PASSES, WHEN THE FLASH OF FIRE FADES, ALL THAT IS LEFT IS A MERCIFUL BLACKNESS.

THE MIND OF BEN REILLY HUDDLES SHIVERINGLY AGAINST THE WALLS OF THE DARK TUNNEL. IT IS AN ETERNITY MEASURED IN SECONDS BEFORE THE LIGHT AT THE TUNNEL'S END FINALLY FLICKERS INTO VIEW...

...AND MAKES THE AMAZING SPIDER-MAN WISH THAT HE HAD NEVER EMERGED FROM THE NIGHT'S SHADOWS.

WELCOME, SPIDER-MAN. YOU HAD ME CONCERNED THERE FOR A MOMENT. I WAS AFRAID MY ANDROID HAD GIVEN YOU TOO STRONG AN ELECTRO-PLASMIC JOLT.

YOUR DEATH MIGHT HAVE SERIOUSLY COMPROMISED MY EXPERIMENTS.

EXPERIMENTS..?

BUT FIRST, LET ME GAZE UPON THE REAL FACE OF SPIDER-MAN.

I HAVE COMMITTED TO MEMORY EVERY FACE AND NAME I'VE EVER SEEN OR READ. IF YOURS IS ONE OF THEM, I WILL KNOW IT.

OH YES. THERE ARE SO MANY POSSIBILITIES -- WHERE CAN I POSSIBLY START?

OVERWHELMING YOUR SPIDER-SENSES HAS ALREADY PROVIDED ME A CRUDE, THOUGH EFFECTIVE, MEANS OF CONTROLLING YOU. AN INTERESTING ALTERNATIVE TO MY ANDROIDS, I THINK.

VIVISECTION'S ANOTHER OPTION. ISOLATE THE NEURO-FUNCTIONS THAT ACTIVATE YOUR DANGER SENSE AND DUPLICATE IT FOR MY OWN ENDS.

CLONING -- YET ANOTHER.

RRKK!

WHAT THE BLAZES! AN ANDROID -- ATTACKING *ME*? *IMPOSSIBLE!*

THEY ARE INCAPABLE OF INDEPENDENT THOUGHT OR ACTION.

UNTIL NOW, THINKER.

YOUR PART OF MY MASTER PLAN WORKED PERFECTLY, AND FOR THAT I THANK YOU.

THANK ME?!

OF COURSE. I SHALL BE ETERNALLY IN YOUR DEBT FOR YOUR PART IN PROVIDING ME WITH THE MEANS TO EXACT MY VENGEANCE AND COMPLETE MY PRIMARY FUNCTION.

PRIMARY FUNCTION?! YOUR FUNCTION IS WHAT I SAY IT IS, ANDROID! I CREATED YOU! I--

YOUR FACE -- WHAT -- ?!

-- YOU! I KNOW YOU!

I DON'T DOUBT IT, THINKER.

AAARRRGGHH

AFTER ALL -- AS YOU SAID -- YOU CREATED ME.

Oh, MAN -- THIS IS *NUTS!*

THE THINKER -- HE -- HE'S A ROBOT?

A *SIMULACRUM ANDROID* TO BE EXACT, SPIDER-MAN -- MANIPULATED VIA A CEREBRAL CYBER-LINK.

"A LINK ORIGINATING FROM A SURGICALLY IMPLANTED NEURO-TRANSMITTER INSIDE THE BRAIN OF THE *REAL* THINKER, NOW JUST ANOTHER CATALOGUED PRISONER IN THE VAULT.

"A PITY THE MASTER NEVER HAD A CHANCE TO PREPARE FOR THE SUDDEN *DISCONNECTION*.

"I CAN ONLY IMAGINE WHAT THAT SHOCK MUST HAVE DONE TO THAT MAGNIFICENT BRAIN HE SO FLAGRANTLY FLAUNTED.

"PERHAPS NOW HE ACTUALLY IS A *MAD* THINKER!"

A SHAME, REALLY. BUT VENGEANCE AND PITY DO NOT MARRY WELL, AFTER ALL.

VENGEANCE? FOR WHAT? I DON'T EVEN KNOW YOU.

I AM YOUR NEW LORD AND MASTER, SPIDER-MAN!

AND I HAVE WORK FOR YOU.

YOSEMITE VALLEY, CALIFORNIA.

IT TRULY ASTOUNDS ME THAT, EVEN AFTER VISITING SO MANY OTHER WORLDS, HOW FEW ARE AS MAGNIFICENT AS THIS PLANET EARTH.

IF ONLY THE TERRANS TRULY APPRECIATED JUST HOW FORTUNATE THEY ARE.

PARTICULARLY THESE NATURAL WONDERS -- SO MAJESTIC IN THEIR PURITY. RIVALING EVEN THE GOLDEN WILD-WOODS OF MY BELOVED ZENN-LA.

BUT I'M DAWDLING. THERE IS TIME APLENTY FOR THE SMELLING OF ROSES LATER.

RIGHT NOW I MUST GET TO THE CITY THEY CALL SAN FRANCISCO BEFORE THE SUN SETS THERE IN THE EASTERN SKY.

WAIT -- THE SUN SETS IN THE WEST IN THIS REGION OF EARTH. THEN, WHAT IS THAT STRANGE LIGHT --?

AARRHH!

WHA --?! SPIDER-MAN?!

SPIDER-MAN VS. THE SILVER SURFER.

EVEN TO BEN REILLY, THE MATCHUP SOUNDS ABSURDLY LOPSIDED.

THAT'S WHY SO MUCH OF THIS AMBUSH'S SUCCESS WAS RIDING ON THE ELEMENT OF SURPRISE.

THAT'S WHY THE ATTACK HAD TO HAPPEN HERE -- AMONG THE TOWERING CALIFORNIA REDWOODS -- WHERE THERE WOULD BE LITTLE ROOM FOR MANEUVERING.

I-I CAN'T BELIEVE IT WORKED.

Oh, LORD WHAT HAVE I DONE?

I'M SORRY, SURFER... I-I JUST COULDN'T... HELP MYSELF...

...THE PAIN...

STUPID TERRAN!

ENOUGH IS ENOUGH!

TWICE WITHIN THE MEASURE OF AN EARTH DAY HAVE I BEEN ATTACKED WITHOUT PROVOCATION.

THIS TIME, THE SILVER SURFER SHALL NOT BE SO FORGIVING!

EITHER EXPLAIN YOUR ACTIONS IMMEDIATELY, SPIDER-MAN, OR FACE THE FULL UNBRIDLED POWER OF MY ANGER.

Eh? YOU'RE RETREATING? YOU THINK I AM ACTUALLY GOING TO LET THIS END LIKE THIS?

NOT LIKELY!

THE SURFER ACTUALLY *MISSED* ME!

A WARNING SHOT, MAYBE?

Uh-oh.

NO SUCH LUCK.

HE JUST MADE THAT TREE SPROUT UP RIGHT IN MY PATH!

FOR A SILVER GUY, HE'S GOT ONE HECKUVA *GREEN THUMB!*

BARELY DODGED IT IN TIME--

THIS IS LUDICROUS, SPIDER-MAN. YOU ARE ONLY POST-PONING THE INEVITABLE. THERE IS NO WAY YOU CAN ESCAPE!

SURRENDER NOW OR--

AARRRHH!

MAN... THAT ONE REALLY HURT...

NOTHING TO LATCH ON TO -- ONLY ONE... CHANCE...

...GOTTA... CONCENTRATE...

MY PATIENCE IS EBBING, SPIDER-MAN. I DO NOT WISH TO BELIEVE THAT A FORMER ALLY WOULD TURN AGAINST ME WITHOUT CAUSE.

BUT, IF I DO NOT RECEIVE SOME LOGICAL EXPLANATION...

S-SURFER... PLEASE... I HAD... NO... CHOICE...

...THE PAIN... I-I DIDN'T WANT TO...

...RUN... GET AWAY... NOW... IT'S... AN AMBUSH...

THE STRAINED VOICE OF BEN REILLY STRUGGLES MIGHTILY THROUGH THE JUNGLE OF PAIN. THE WARNING TAKES EVERY OUNCE OF WILL POWER HE POSSESSES.

IT IS A NOBLE EFFORT.

IT IS ALSO, ALAS, TOO LATE.

TOO LATE BY FAR.

UNDER SUCH A SUDDEN BOMBARDMENT, THERE IS NO TIME TO BUILD UP A DEFENSE.

THE ONLY OPTION IN SUCH A SITUATION IS TO RETREAT -- TO GET AWAY JUST LONG ENOUGH TO MOUNT A COUNTERATTACK.

IT'S ALSO AN OPTION ALL TOO EASILY FORESEEN.

BLAST YOU ALL! I'VE PLAYED THE PAWN IN THIS PREDATORY EXERCISE LONG ENOUGH!

YOU THINK CORNERING ME GIVES YOU THE ADVANTAGE?!

YOU'RE WRONG!

MY HEAD-- THE PAIN'S GONE WHAT--?

HOLY COW! THE SURFER'S FALLING LIKE A BRICK!

WHATEVER HE DID TO THOSE ANDROIDS MUST'VE REALLY KNOCKED THE STUFFING OUT OF HIM.

OOPS!

I SUPPOSE THAT COULD HAVE WORKED OUT BETTER.

WELL, CONSIDERING MY PART IN ALL THIS, THE LEAST I CAN DO IS CUSHION HIS FALL.

WOW! HE'S *RED HOT!*

NO WONDER THE WEB-NET DISSOLVED WHEN HE HIT IT!

SURFER? CAN YOU HEAR ME? YOU GOTTA BELIEVE ME, THIS WASN'T MY --

ENOUGH JABBERING! YOU'VE COMPLETED YOUR MISSION! GO! I HAVE NO FURTHER USE FOR YOU!

Huh? FAT CHANCE, WHOEVER YOU ARE. I DON'T CARE HOW MUCH PAIN YOU RAM THROUGH MY SKULL -- SPIDER-MAN DOESN'T LEAVE A BUDDY BEHIND TO GET SLAUGHTERED!

C'MON! DO YOUR WORST, I'M DARING YOU! AFTER WHAT YOU DID TO MANIPULATE ME, THERE AIN'T NO WAY I'M GONNA LET YOU GET RID OF ME THAT EASY!

YOUR ANDROID GOONS ARE GONE. IF YOU WANT THE SURFER, YOU'RE GONNA HAVE TO GET PAST ME FIRST!

STUPID, STUPID LITTLE MAN.

HOLY --! THE SURFER! HE'S DISAPPEARING!

HOLD ON, SURFER DUDE! I'M COMING!

-- I GOT YOU INTO THIS MESS -- SO I'LL GET YOU --

--OUT?!

YOIKS! GUESS WHAT, BEN? YOUR MOUTH MAY HAVE WRITTEN OUT A CHECK YOUR BODY CAN'T CASH!

...SPIDER-MAN...

HI, SURFER -- I GUESS AN APOLOGY FROM ME WOULD SOUND KINDA LAME RIGHT ABOUT NOW, Huh?

NO -- IT'S QUITE OBVIOUS THAT YOU WERE BEING MANIPULATED SOMEHOW -- WITH YOUR LIMITED POWERS IT IS IMPROBABLE THAT YOU WOULD HAVE INITIATED SUCH AN ATTACK ON YOUR OWN.

THANKS -- I THINK.

WHERE ARE WE?

DARN! EXACTLY WHAT I WAS GOING TO ASK *YOU*.

YOU'RE IN MY WORLD IS WHERE YOU ARE! IT HAS BEEN MANY A DAY I HAVE WAITED FOR THIS MEETING.

NOW THE CIRCLE CLOSES UPON ITSELF AND VENGEANCE WILL BE MINE AT LAST!

QUASIMODO!

HOLD ON THERE, SURF -- YOU KNOW THIS GUY, TOO?

OF COURSE HE KNOWS ME, DOLT! DO YOU THINK I WOULD EXPEND SO MUCH EFFORT TO ENSNARE A STRANGER?!

IT WAS THE *THINKER* WHO GAVE ME LIFE -- BUT IT WAS THE SILVER SURFER WHO GAVE ME *MOBILITY*.

WHEN FIRST I WALKED AMONG MEN IT WAS IN THE HUMANOID BODY THAT *HE* CREATED FOR ME!*

*IN FANTASTIC FOUR ANNUAL #5 Tom

"IS THAT A FACT? WELL, PRETTY-BOY, YOU SURE HAVE A MIGHTY ODD WAY OF EXPRESSING *GRATITUDE!*"

"GRATITUDE?! FOR WHAT? FOR GRANTING MY WISH, ONLY TO TAKE IT BACK?! DO YOU KNOW HOW LONG IT HAS BEEN SINCE I LAST WALKED IN HUMANOID FORM?

"FOR TOO MANY YEARS, MY ELECTRONIC ESSENCE WANDERED THROUGH WHOLE GALAXIES, SEARCHING FOR A HOST SYSTEM TO OCCUPY.

"IT WAS ONLY BY HAPPENSTANCE THAT I CAME UPON THIS MIGHTY STARSHIP, CODENAMED *SANCTUARY II.*

"EVEN WITH ALL MY ADVANCED INTEGRATION PROGRAMS, IT TOOK QUITE SOME TIME TO ENCODE THE ARK'S LABYRINTHINE SYSTEMS CONTROL HIERARCHY INTO MY CYBER-SYNAPTIC NETWORK.

"THE FIRST KEYWORD THAT I ASSIMILATED WAS THE NAME OF THE SHIP'S CREATOR -- *THANOS OF TITAN.*

"WHAT AN ARTIST HE WAS.

"MY MERGENCE PROGRAM WAS STILL PROCESSING WHEN MEMBERS OF THE AVENGERS INVADED THE ARK AS THEY BATTLED SOME MINIONS OF A FEMALE NAMED *NEBULA.*

"THOSE BATTLING FOOLS ALMOST RUINED EVERYTHING."

*IN AVENGERS #260 - Mnemonic Tom

UTILIZING THE ARK'S HOLOGRAPHICS PROGRAM, I SIMULATED IT'S DESTRUCTION AND TRANSPORTED IT BACK TO MY HOME SYSTEM TO ASSURE COMPLETION OF THE INTEGRATION PROCESS WITHOUT FURTHER INTERRUPTIONS.

ONCE COMPLETED, I FOUND THAT I NOW POSSESSED A TECHNOLOGY HERETOFORE UNAVAILABLE TO ME --

-- THE CAPABILITY TO DOWNLOAD MY ELECTRONIC ESSENCE INTO A NON-ARTIFICIAL HOST! I CAN BE HUMANOID AGAIN -- IN THE SILVER SURFER'S BODY!

Oh, YEAH? OVER MY DEAD BODY, POPEYE!

FOOL! YOUR OFFER IS NOT EVEN WORTH CONSIDERING!

YOW!

SMART, SPIDEY -- REAL SMART. NOW YOU'RE LOCKED OUT AND THE SILVER SURFER'S ALL ALONE WITH THAT MONSTER.

THERE'S GOTTA BE SOME WAY TO GET BACK IN --

HOLY -- THAT POCKMARKED PAC-MAN WASN'T KIDDING -- WE'RE ACTUALLY OUT IN SPACE!

Oh, MAN -- I DON'T KNOW IF I'M READY FOR THIS! I'M A WALL-CRAWLER, NOT A MOON-WALKER!

I'M WAY OUT OF MY LEAGUE HERE!

EASY THERE, BENNY-BOY. YOU GOTTA KEEP YOUR HEAD. YOU'RE NO GOOD TO THE SURFER IF YOU FREAK OUT.

THINK, MAN! THINK!

WHAT WOULD *WILL ROBINSON* DO?

HOW INCREDIBLY FORTUITOUS, SILVER SURFER, THAT I ACTUALLY FOUND A FILE ON YOU IN THIS COMPUTER SYSTEM.

CROSS-FILING THOSE RECORDS WITH THE ENERGY MATRIX IMPRINT THAT I GLEANED FROM YOU WHEN YOU FIRST TRANSFORMED ME, I CALCULATED JUST THE RIGHT NEUTRALIZATION FREQUENCY BY WHICH THE THINKER'S ANDROIDS COULD DEFEAT YOU.

MY FORMER MASTER HAS PAID THE PRICE FOR ABANDONING ME ALL THOSE YEARS AGO. NOW IT IS YOUR TURN.

ONCE DONE, I WILL BE ABLE TO FINALLY COMPLETE MY PRIMARY FUNCTION AS A *QUASI-MOTIVATIONAL DESTRUCT ORGAN*--

-- WITH THE COSMIC . POWER OF THE SILVER SURFER AS MY MEANS OF ANNIHILATION!

WHAT?!

THAT'S WHAT I'VE ALWAYS LIKED ABOUT YOU SUPER-VILLAIN TYPES -- .

-- YA JUST DON'T LIKE KILLIN' SOMEONE WITHOUT FIRST BLOWING A LOTTA BALLOON JUICE ABOUT IT!

NOT THAT WE HERO-TYPES DON'T APPRECIATE IT, MIND YOU.

IN FACT-- WE COUNT ON IT!

NNOOOo!

YO, SURFER! SNAP OUT OF IT! IF I'M ANY JUDGE OF BIG UGLIES, SMASHING HIS SCREEN AIN'T GONNA STOP THAT QUASIMODO CREEP FOR LONG!

C'MON, CHROME-DOME -- DON'T GIVE UP THE SHIP!

ATTA BOY, SURF! YOU CAN DO IT! *FIGHT!*

FIGHT!

YES!

DIE!

HEY SURFER! I KNOW WHY *I'M* RUNNING -- BUT I THOUGHT YOU WERE GONNA ***BLAST*** THAT BOOB IN THE TUBE.

ATTA BOY! NOW YOU AND LON CHANEY CAN SETTLE YOUR DIFFERENCES BETWEEN YOURSELVES --

SPIDER-MAN -- THIS IS THANOS'S SHIP!

YOU'VE BATTLED THANOS ENOUGH TIMES TO KNOW THAT IF QUASIMODO HAS HARNESSED THIS ARK'S POWER, AN UNCOORDINATED FRONTAL ATTACK WOULD BE SUICIDAL!

-- JUST GIVE ME A LITTLE TIME TO FIND SOME COVER --

-- WELL, SO MUCH FOR *THAT* IDEA.

YEAH... RIGHT... I KNEW THAT...

WHO THE HECK IS THIS THANOS GUY ANYWAY, THAT HE COULD INTIMIDATE EVEN THE SURFER?

GOOD LORD -- WHAT KIND OF ADVENTURES WAS SPIDER-MAN HAVING WHILE I WAS AWAY?

FORGET THE QUESTIONS, REILLY -- JUST FOLLOW THE SURF'S LEAD --

-- KEEP DODGING AROUND -- WATCH OUT FOR THE FLYING TV SCREENS.

IT'S LIKE QUASIMODO'S GOT A HUNDRED EYES TO BLAST US WITH!

WAIT A MINUTE -- THAT'S IT!

SURFER! BLAST THE COMPUTER MONITORS -- ALL OF THEM -- EVEN THE ONES QUASIMODO'S NOT APPEARING IN!

BLACK OUT HIS EYES -- LIMIT HIS FIELD OF VISION!

EVEN QUASIMODO CAN'T HIT WHAT HE CAN'T *SEE!*

SOUND STRATEGY, SPIDER-MAN! THROUGH IT WE CAN RESTRICT THE PARAMETRIC BOUNDARIES OF THIS ARENA.

IT WILL EVEN THE ODDS! *BRILLIANT!*

HEY, LIKE YOU THINK I HAVEN'T BATTLED THANOS ALL THOSE TIMES WITHOUT LEARNING SOMETHING?!

YO, MAN, STOP STARING AT MY TUSH!

I LIKE IT!

SPIDER-MAN -- PREPARE A LEFT ANGLE LEAP!

Huh? WHAT --?

Oohhhhh...

EVER CONSIDER *TAG-TEAM WRESTLING*, SURF? YOU 'N' ME WOULD MAKE A FORTUNE!

ENOUGH!

YOU THINK SIMPLY SHATTERING SCREENS AND COMPUTER BANKS WILL DEFEAT ME?! WITH THIS ARK'S AUTO-SAFEGUARD FUNCTIONS, WHAT LITTLE DAMAGE YOU ACCOMPLISHED WILL BE REPAIRED IN MERE MOMENTS --

THAT'S ALL YOUR PATHETIC GAMBIT HAS BOUGHT -- MERE MOMENTS!

MERE MOMENTS TO UNDO ALL YOU HAVE DONE!

MERE MOMENTS -- AND MY REVENGE WILL BE REALIZED AT LAST!

SPEAKING OF "*MERE*" -- SURF, IS IT JUST ME, OR IS QUASIMODO'S SCREEN *SHRINKING*?

YES, IT IS.

Umm -- IS THAT *SUPPOSED* TO HAPPEN?

WHAT ARE YOU TALKING ABOUT -- I'M NOT --

NO! THE HUMAN IS RIGHT -- I'M SHRINKING! BUT HOW? WHY?

THE AUTO-SAFEGUARDS -- OVERRIDING ALL MY INTEGRATION PROGRAMS... ACCESS CODE...

THANOS!

LORD THANOS... I BESEECH YOU... DIDN'T MEAN TO STEAL YOUR CREATION... I JUST WANTED TO USE IT... JUST LONG ENOUGH TO COMPLETE MY PRIMARY FUNCTION...

PLEASE -- DON'T -- NOT WHEN I'VE COME SO CLOSE --

NOOOO

Uh, HI -- Mr. THANOS, I PRESUME. I RECOGNIZED YOU FROM YOUR YEARBOOK PHOTO.

QUIET, HUMAN. YOUR ATTEMPTS AT SOPHOMORIC HUMOR HAVE ALWAYS IRRITATED ME.

WELL, NORRIN RADD, I MUST SAY THAT YOU WERE ONE OF THE LAST PERSONS I EXPECTED TO FIND WHEN I CAME TO RECLAIM MY SHIP FROM THIS "QUASIMODO".

FROM WHAT I WITNESSED, HE CAME FAIRLY CLOSE TO ACHIEVING HIS PARANOID DREAM OF VENGEANCE UPON YOU.

THE SURFER WAS *SUCKER-PUNCHED*, PAL! WE WOULDA POLISHED OFF THAT MONSTER-IN-THE-BOX GOOD IF YOU HADN'T INTERF --

HUSH, SPIDER-MAN. I AM SURE THERE WILL BE TIME ENOUGH IN THE FUTURE TO CONTINUE OUR SCUFFLES WITH LORD THANOS.

THIS TIME, HOWEVER, HE IS BUT A BYSTANDER TO THESE EVENTS.

HARDLY THAT, SURFER. I *RESCUED* YOU. IT MATTERS NOT THAT THE THOUGHT OF THAT SHOULD SOUR YOUR STOMACH -- THE TRUTH, IN THIS CASE, ANYWAY, IS UNAVOIDABLE.

REMEMBER THAT WHEN NEXT WE MEET -- *BOTH OF YOU*. YOU EACH OWE YOUR LIFE TO ME --

AND THANOS ALWAYS COLLECTS HIS DEBTS.

WOOO!. NOW WHERE THE HECK ARE WE?!

IN AN AREA OF YOUR COUNTRY YOU CALL THE PACIFIC NORTHWEST.

BUT, THIS WASN'T WHERE QUASIMODO PICKED US UP! WHAT ARE WE DOING HERE?

AN ACT OF KINDNESS FROM THANOS, I IMAGINE. ANOTHER DEBT TO BE REPAID.

HE KNEW THAT THIS WAS MY DESTINATION BEFORE I WAS AMBUSHED.

HERE? WHAT POSSIBLE REASON --

WALK WITH ME, FRIEND. THE ANSWER WILL BE MADE CLEAR TO YOU AT THE FOOT OF THAT HILL.

A CEMETERY?

SURFER-BOY, A LITTLE EARTH TIP -- AFTER A BATTLE AGAINST SPACE MONSTERS, WE EARTHLINGS PREFER UNWINDING IN SOME RESTAURANT, A HOT TUB, MAYBE EVEN ON A COUCH WATCHING VIDEOS --

-- THIS, SOMEHOW, DOESN'T SPELL "*RELAXATION*" FOR ME. YOU KNOW SOMEONE WHO'S BURIED HERE?

YES. HIS GRAVE IS MARKED BY THAT FLAME.

SO I SEE. MUST'VE BEEN SOMEONE PRETTY FAMOUS, huh?

NO. HE WAS JUST A MAN -- A COMMON MAN.

ALVIN BERNARD HARPER

HE DIED TO SAVE A WORLD

-- AS COMMON AS ANY WHO EVER WALKED THIS PLANET.

IT WAS DURING MY FIRST YEAR OF EXILE ON THIS PLANET THAT I ENCOUNTERED ***ALVIN BERNARD HARPER.***

AFTER AN ABORTED ATTEMPT TO ESCAPE THE CONFINES OF THAT EXILE IMPOSED BY GALACTUS, AL HARPER FOUND ME AS MY BATTERED BODY PLUMMETED BACK TO EARTH.

AT THAT TIME, THERE WERE FEW WHO DID NOT FEAR THE SILVER SURFER. I WAS, AFTER ALL, BEST REMEMBERED AS THE HERALD TO AN ENTITY WHO DEVOURED ENTIRE PLANETS. I WAS A HARBINGER OF DEATH.

BUT, DESPITE ALL HE'D HEARD, AL HARPER'S ONLY THOUGHT WAS TO HELP ME. HE SAID *"I FIGURED YOU NEEDED A FRIEND."*

AND FRIEND HE WAS. HE OFFERED TO HELP ME IN MY ATTEMPTS TO RETURN TO MY HOMEWORLD OF ZENN-LA.

AS IT TURNED OUT, HE WAS A PHYSICIST, BRILLIANT IN HIS FIELD, YET LACKING THE SELF-PROMOTIONAL DRIVE TO ACHIEVE THE FAME OF A REED RICHARDS. HIS WAS A MORE MODEST EXISTENCE.

YET HE WAS WILLING TO GIVE ALL HE HAD JUST TO HELP ME. HE DEVELOPED A WEAPON THAT WE BOTH HOPED WOULD UNDERMINE GALACTUS'S FORCE FIELD.

HOWEVER, WE WERE NEVER TO LEARN WHETHER IT WOULD HAVE SUCCEEDED OR NOT. THAT'S WHEN WE ENCOUNTERED THE STRANGER -- A COSMIC BEING WHO DEEMED EARTHLINGS TOO SAVAGE AND CALLOUS TO SURVIVE --

-- UNTIL AL HARPER PROVED HIM WRONG. BY PERFORMING THE ULTIMATE SACRIFICE, AL HARPER SHOWED JUST HOW NOBLE THIS RACE CALLED MAN COULD ACTUALLY BE.

BY HIS DEATH, HE SAVED HIS PLANET. BY HIS LIFE HE REAWAKENED MY HUMANITY.*

SO, EVERY SOLAR YEAR SINCE THEN, WHEN THE CONSTELLATIONS ARE IN THE PROPER ALIGNMENT, I HAVE COME BACK TO EARTH TO HONOR THIS MOST "COMMON" OF MEN.

* WAY BACK IN SILVER SURFER (1st SERIES) #5 – Tom

WOW.

SO ALL THAT TIME BEFORE YOU CAME TO EARTH -- YOU DIDN'T FEEL *ANYTHING?*

GALACTUS HAD SHUTTERED MY EMOTIONS -- HE COULDN'T RISK MY CARING FOR THOSE I CONDEMNED.

WHEN HE EXILED ME, HE LET THEM LOOSE AGAIN -- SO THAT I WOULD ALWAYS KNOW THE TORMENT OF WHAT I HAD DONE.

YEAH, I KNOW WHAT IT'S LIKE TO HAVE YOUR HEAD MESSED UP FOR YEARS AND YEARS.

YOU'RE JUST LUCKY THAT YOU'VE NEVER BEEN ***CLONED***. TALK ABOUT A ***REAL*** HEAD TRIP!

BESIDES, CONSIDERING HOW MANY TIMES YOU'VE RISKED YOUR BUTT FOR HUMANITY SINCE THEN, I'D SAY YOU'VE EARNED THE RIGHT TO FORGIVE YOURSELF FOR DOING WHAT YOU HAD TO DO.

AFTER ALL, DIDN'T ***BOTH*** YOU AND AL GIVE UP EVERYTHING TO SAVE YOUR WORLDS?

YES -- BUT I AM STILL ALIVE. AND AS LONG AS I AM, SO SHALL THE MEMORY OF ALVIN BERNARD HARPER BURN AS BRIGHT AS THIS ETERNAL FLAME.

AMEN, BROTHER, AMEN.

WHAT SAY WE FIND US SOME NICE LITTLE TAVERN AND MAKE A TOAST TO AL HARPER?

MAYBE I'LL EVEN TEACH YOU HOW TO PLAY DARTS.

SOMEHOW, I THINK AL WOULD HAVE LIKED THAT.

ROGER STERN - Plot
GEORGE PÉREZ - Script
TOM GRINDBERG - Pencils
BILL ANDERSON - Inks
STARKINGS/COMICRAFT - Letters
TOM SMITH - Colors
TOM BREVOORT - Editor
BOB BUDIANSKY - Executive Editor
BOB HARRAS - Editor in Chief

THE END

FEB • 231

MARVEL SPIDER-MAN GROUP

THE RETURN OF KAINE™ Part 1 of 4

APPROVED BY THE COMICS CODE AUTHORITY

THE SPECTACULAR SPIDER-MAN®

SPECTACULAR SPIDER-MAN (1976) #231 VARIANT COVER
BY SAL BUSCEMA

HIS GIVEN NAME IS **PETER PARKER.** WHILE IN HIGH SCHOOL HE WAS BITTEN BY A RADIOACTIVE SPIDER AND ENDOWED WITH AMAZING POWERS, WHICH HE HAS SINCE USED TO PROTECT THE INNOCENT AND BATTLE EVIL. NOW HE CALLS HIMSELF **DEN REILLY**, AND, AS A COSTUMED CRIMEFIGHTER, HE CONTINUES HIS CRUSADE... FOR HE UNDERSTANDS THAT WITH GREAT POWER COMES GREAT RESPONSIBILITY!
STAN LEE PRESENTS: SPECTACULAR SPIDER-MAN!

HE'S AWAKE--

--GO!

The RETURN of KAINE
PART 1

RELUCTANT LAZARUS

TODD DEZAGO
WRITER
SAL BUSCEMA
BREAKDOWNS
AL MILGROM
FINISHES
DAVE SHARPE
CAROLINE WELLS
SUSAN CRESPI
LETTERERS
CHI
COLOR
MALIBU
SEPARATIONS
ERIC FEIN
EDITOR
BOB BUDIANSKY
EDITOR IN CHIEF

THAK

THAK

HIS NAME IS KAINE.

HE IS THE FAILED FIRST CLONE OF THE HERO KNOWN AS SPIDER-MAN--

UHF!

WHAM

WUD

--HIS ACTIONS ARE INSTINCTIVE--NATURAL--

--VISCERAL--

--AS HE MEETS EACH OF HIS ATTACKER'S ASSAULTS WITH A FIERCE INTENSITY--

CHAK

BRUTAL.

GOTCHA!

VICIOUS.

KRAK

AIIIEEE!

FINAL.

AND AS THE FOG STARTS TO LIFT FROM HIS WEARIED MIND--

--QUESTIONS BEGIN TO FORM...

ZZAT

EASY THERE, COWBOY--

ZZAT

--YOU DON'T WANNA CROSS ONE OF THEM--

ZZAT

--CUT YA RIGHT IN TWO!

OR THREE!

HE'S CORNERED AND CAGED, PIERCE--

--TAKE 'IM!!

HUH?!

THAP

YOU--

--DISGUST ME!

YOU PURPOSELY SCAR YOUR BODY--

--YOU INTENTIONALLY DISFIGURE YOURSELF...!

YOU WANT SCARS?!

SO BE IT!!

GAHHHH!

WUD

KUD

--WEAR THE *MARK* OF *KAINE*...!

INCREDIBLE--

--AND *IMPRESSIVE!*

HI, KAINE-- I'M *SHANNON FITZPATRICK*-- BUT I ALSO GO BY THE NAME O'*MUSE*. I'M HERE T'SEE THAT YUIR *COM-FORTABLE*--

--AN' T' *WELCOME* YE--

--BACK T'THE LAND O' TH' LIVIN'!

"MAN, IT JUST DOESN'T GET ANY BETTER THAN THIS!

"SWINGIN' THROUGH THE CITY ON A CRISP WINTER'S DAY, WEBBING MY WAY TO WORK--

"--NOT BECAUSE I CAN'T AFFORD BUS FARE... AU CONTRAIRE, MON FRERE...

"BECAUSE I WANT TO!

"AS FAR AS THIS SPIDER-MAN IS CONCERNED, ALL IS RIGHT WITH THE WORLD! OH, SURE--

"--I COULD LET MY PAST COME BACK TO HAUNT ME--I COULD BE BITTER THAT THE JACKAL STOLE AWAY FIVE YEARS OF MY LIFE! BUT, Y'KNOW--

"--IT'S JUST TOO NICE A DAY FOR THAT!

"NOPE. I'VE GOT A JOB--

"--I'VE GOT AN APARTMENT--

"--I'VE GOT A LIFE!"

"AND I'M SPIDEY...

"AGAIN.

"I GUESS CLOTHES REALLY DO MAKE THE MAN!

"AND RIGHT NOW, THESE CLOTHES HAVE TO MAKE ME INTO BEN REILLY--

"--WAITER/CHEF/BUS-BOY/JANITOR/HANDYMAN AT THAT WONDERFUL LITTLE COFFEE HOUSE--

"--THE DAILY GRIND!"

'MORNING, EVERYBODY! HOW'S THE--

...AND THEN HE TELLS US THAT HE WANTS THE ASSIGN-MENT TURNED IN NO LATER THAN THIS FRIDAY...?!

...AS IF!

OH, SORRY, BEN-- I DIDN'T MEAN IT...

LIKE, SCHOOL HAS GOT ME SO STUPID...!

OH... ER, UM... 'SCUSE ME...

...SO I SAID, "MR. MAYER, LIKE, I DON'T EVEN KNOW WHY I NEED PHYSICS-- I MEAN, I'M A FA-SHION MAJOR...!

Menu

...I'M MERELY STATING THAT I *REFUSE* TO *SUBMIT MYSELF* TO THE *MACHINATIONS* OF THE *MASS MEDIA*.

IF WE *ALLOW* OURSELVES TO *RELY* ON ONLY *ONE SOURCE* FOR OUR *INFORMATION*, WE LEAVE OURSELVES *OPEN* TO *MANIPULATION*.

THIS *MYSTERIO-MYSTERY CHANNEL HORROR* IS A *PERFECT EXAMPLE* OF OUR *SOCIETY'S*--

HEY, *BEN*--

--BUZZ *AGREES WITH ME!* HE SAYS THAT T.V. *EATS YOUR BRAIN!*

WHAT DO YOU HAVE TO SAY TO *THAT?*

I *TOLD YOU*, JESS--

--I DON'T THINK T.V.'S *BAD*--

--AND IF I *HAD* ONE, I'D WATCH *MORE OF IT* JUST TO *SPITE YOU!*

TAHITI.

HIGH ON A BLUFF OVERLOOKING THE TROPICAL ISLAND PARADISE SITS THE OPULENT VILLA OF ONE JAMES JOHNSMEYER--

--INTERNATIONAL FINANCIER, HE IS A BILLIONAIRE SEVERAL TIMES OVER, HIS EVERY FINANCIAL DECISION--

--GARNERING THE NOTICE OF WORLDWIDE CORPORATIONS, AS WELL AS HUGE ARTICLES IN ALL THE POPULAR INVESTMENT MAGAZINES.

AND YET, DESPITE HIS CELEBRITY, HE DOES WELL IN CONCEALING HIS MORE... CLANDESTINE ACTIVITIES...

...AS HE IS ONE OF THE MYSTERIOUS SPONSORS BEHIND THE EVEN MORE MYSTERIOUS... GREAT GAME!

...NO NEED TO AWAIT CONFIRMATION FROM THE REFEREES, WALLACE--IT IS APPARENT THAT YOUR PLAYER WAS SUCCESSFUL--

--TO THE VICTOR GO THE SPOILS, AND ALL THAT!

EXCELLENT. AND YOUR WAGER...?

I WILL SEE TO IT THAT YOUR PRIZE IS SENT TO YOU DIRECTLY. SHE SHOULD ARRIVE WITHIN THE NEXT FEW HOURS--

--BOYS...?

WAIT! WHAT IS THIS?! JIMMY!--

--JIMMY!

DON'T TAKE THIS *PERSONALLY*, AMANDA--

HEH HEH

--I'M SURE YOU'LL BE VERY HAPPY WITH MR. WALLACE-

YOU *USED* ME FOR A BET?!

WHAT AM I, JUST SOME KIND OF CATTLE TO YOU?

YOU *CAN'T* DO THIS TO ME JIMMY!-- YOU CAN'T!

ACTUALLY--

--I *CAN*.

JAMES...?

AH, MY BEAUTIFUL *MUSE*--

--AND HOW *FARES* OUR NEW *RECRUIT*?

QUITE WELL, REALLY.

HE *TORE* THROUGH YUIR RATHER *FORMIDABLE* WELCOMIN' COMMITTEE IN UNDER A *MINUTE*!--

HE'S RESTIN' NOW BUT HE'LL BE WANTIN' SOME *ANSWERS* SOON--

--LIKE *WHO* HIS MYSTERIOUS *BENEFACTOR* IS, AN' WHAT YUIR *INTENTIONS* ARE.

MY *INTENTIONS*....? ONLY TO MAKE HIM THE *GREATEST* PLAY-*ER* IN THE HISTORY OF --

"--THE GAME!"

"AS YOU WELL KNOW, FOR YEARS, MY... COLLEAGUES AND I--WEALTHY BUSINESSMEN ALL, BORED WITH OUR EXTRAVAGANT LIFESTYLES--

"--PUT OURSELVES IN THE ROLES OF SPONSORS --FINANCING VARIOUS SUPER-POWERED INDIVIDUALS

"--SUCH AS YOURSELF--

"--TO ACT AS OUR GAME PIECES--OUR PLAYERS--SET OUT TO 'PROCURE' ANY OF A WIDE VARIETY OF TREASURES--

"--USUALLY IN CONTENTION WITH ANOTHER SPONSOR'S PLAYER--

"--GIVING US THE GREAT GAME!--AN OFTTIMES AMUSING ACTIVITY UPON WHICH WE COULD WAGER ON THE OUTCOME!"

"THE RULE--'ONE SPONSOR, ONE PLAYER'. AND WHILE YOU WERE MY GREATEST PLAYER--

"--YOUR RECENT INJURIES HAVE MADE IT NECESSARY FOR ME TO FIND A... SUBSTITUTE...

"KAINE!"

SO, SEE THAT HE IS *COMFORTABLE*, MY DEAR--TREAT HIM AS A *KING!* GIVE HIM *ANYTHING HE WISHES!*

I'M CERTAIN THAT HE WILL HAVE MANY *QUESTIONS*--MOST LIKELY ABOUT HOW IT IS HE IS STILL *ALIVE*...

TELL HIM WHATEVER IT IS HE WISHES TO KNOW.

I WILL TAKE THE *JET* BACK TO AMERICA TONIGHT AND MEET WITH HIM *LATER THIS EVENING*...

...AND THEN, MAKE HIM THE *OFFER* HE *CAN'T REFUSE*...

KAFF KAFF

AND, LATER THAT EVENING...

KAINE...?

KAINE...? 'TIS ONLY ME...

...SHANNON...

I WAS TOLD T'MAKE YE COMFORTABLE...

...T'MAKE YE FEEL...

...GOOD.

TO-WHAT'RE YE DOIN'?!

NO!..

NOOOOOO!

KAINE...? 'TIS ONLY ME...

...SHANNON...

ARE YE ALL RIGHT, THEN? I THOUGHT I HEARD A...

...A SCREAM...?

I WAS TOLD T'MAKE YE COMFORTABLE...

...YE'LL HAVE ME THINKIN' I'M NOT DOIN' ME JOB!

YE'D TELL ME, WOULDN'T YE--

--IF THERE WAS ANYTHING TROUBLIN' YE--

--IF THERE WAS ANYTHING I COULD GET YE...?

NO, I--

--I HAVE THESE VISIONS--THESE PREMONITIONS--

--GLIMPSES OF THE FUTURE--THEY CAN BE VERY HORRIBLE--

--PAINFUL.

YE'RE A SENSITIVE ONE, THEN? I COULD TELL.

WELL, COME ON, THEN! THERE'S NOTHIN' BETTER THAN A NICE WALK T'SHAKE AWAY YUIR BAD DREAMS!

I'M SURE YUIR WONDERIN' HOW YE CAME T'BE HERE-- WHAT YUIR DOON' HERE, AN' WHY.

I...

MY... MY LAST MEMORY IS MY... OWN DEATH--

--I WAS KILLED.'--

--IMPALED.'*

* KAINE WAS MURDERED BY THE MEGA-CLONE SPIDERCIDE IN SPECTACULAR SPIDER-MAN #227. --SAW-IT-WITH-MY-OWN-EYES ERIC

"SURE'N THAT'S HOW WE FOUND YE-- BUT THAT WAS LATER. IT WAS WEEKS EARLIER WHEN YE FIRST CAME TO OUR ATTENTION--

DAILY BUGLE

THE PICTURE NEWSPAPER

THE MURDERER REVEALED!

IN PARKER MURDER TRIAL

"--BUT AFTER, IT SEEMED AS IF YE VANISHED INTA THIN AIR--

"--SO WE STARTED FOLLOWIN' THE MAN WHO WAS FOLLOWIN' YOU-- A DETECTIVE--

"--NAME O' JACOB RAVEN! AN' HE LED US RIGHT TO YE, TOO!..."*

*SEE SCARLET SPIDER UNLIMITED #1. --SAW-THAT-TOO ERIC

"BUT WHEN ME AN' MOSH-- YE MET HIM EARLIER-- FOUND YE-- RAVEN WAS UNCONSCIOUS ON THE FLOOR--

"--AN' YE WERE COOKIN' IN A VAT O' GREEN SLIME-- OUR DOCTORS SAID IT WAS SOME KIND O' NUTRIENT BATH...!"

A REGENERATION POD...?! BUT HOW... WHO...?

--SO WE BROUGHT YE BACK HERE, AN' NURSED YE BACK T'HEALTH!

...AN' I MUST SAY, YE SEEM VERY HEALTHY...!

YE'LL BE FINDIN' THAT OUT SOON ENOUGH--

I'D LIKE T'INTRODUCE YE T'YUIR GRACIOUS HOST--

--MR. JAMES JOHNSMEYER.

...THEY WILL SELL IF THE MONEY IS RIGHT. DOUBLE THE OFFER--

--AND CALL ME WHEN THEY ARE READY TO SIGN THE CONTRACTS.

AH, KAINE-- WELCOME--

I'M SO GLAD THAT YOU COULD ELUDE DEATH TO JOIN US...

CLOSING TIME AT THE DAILY GRIND--

Y'KNOW--I'M PRETTY SURE THEY SAY THAT YOU SHOULD STOP STUDYING WHEN YOUR EARS BEGIN TO BLEED!

AND LIKE, DID YOU LEARN THAT IN BUSBOY SCHOOL...?

...OR DID BUZZ TELL YOU THAT...?

SORRY. I THOUGHT THAT--

NO, I'M SORRY. THAT WAS RUDE. THIS PHYSICS IS JUST SO, LIKE FRUS-TRATING...!

Y'KNOW, I'LL BE DONE IN A COUPLE OF MINUTES-- IF YOU WANT, MAYBE I COULD HELP YOU WITH SOME OF THOSE PROBLEMS...

HA! RIGHT...

...LIKE YOU COULD HELP.

WELL, I COULD IF YOU'D REDUCE THE VARIABLE RATE OF THE ACCELERATOR BY ABOUT HALF, TO COMPENSATE FOR THE DRAG ON THE FUSELAGE...!

...SO THAT IS MY SITUATION, KAINE.

I AM A *DISGUSTINGLY WEALTHY* MAN, *BORED* OUT OF MY MIND BY THE *MUNDANE* AND *TRIVIAL PURSUITS* OF THOSE OF MY *STATION.*

I CRAVE THE *ACTION* AND *EXCITEMENT,* BUT MY BUSINESS DEALINGS KEEP ME *MUCH TOO BUSY.*

AND SO, I MUST *EXPERIENCE* THEM *VICARIOUSLY,* THROUGH THE AC-TIONS OF MY *PLAYER...*

THE *FINANCIAL COMPENSATION* IS ONLY A SMALL PART OF WHAT I *OFFER* YOU. YOU WILL LIVE A *LIFE OF LUX-URY--*

--YOUR EVERY *WHIM* ATTENDED TO--

--YOUR *DARKEST FANTASIES...*

...THROUGH *YOU!*

...*REALIZED.*

SO, WHAT DO YOU *SAY,* KAINE...?

I *REFUSE.*

YOU'VE *"SAVED"* MY LIFE-- RESCUED ME FROM *DEATH'S DARK EMBRACE--*

--RETURNED ME TO AN *EXISTENCE* FULL OF NOTHING BUT *SCARS* AND *PAIN--* AND YOU THINK OF IT AS A *"GIFT!"*

IT'S A *GIFT I NEVER WANTED!*

I HAVE BEEN A *PUPPET* TO OTHERS BEFORE, JOHNSMEYER--AND I WILL *NOT* BE *MANIPULATED AGAIN!*

NOT FOR *MONEY!* NOT FOR *ANY-THING!*

"QUORUM... MOSH... SEE TO IT THAT OUR 'GUEST' DOESN'T GET FAR."

HOLD IT RIGHT THERE, KAINE!

YOU THREW US A *SERIOUS BEATING* LAST TIME-- BUT THAT'S *NOT* GOING TO HAPPEN *AGAIN!*

THIS TIME, WE'RE *READY FOR* Y--

TWAK

UNGH!

MUSE?!

I DON'T KNOW *WHY* YOU DID THAT, SHANNON--OR *WHAT YOU'RE UPTO,* BUT--

MOSH... *GLENN*...

IT'S ALL RIGHT, LADDIE... WE'RE NO THREAT TO YE...

...PUT THE GUN DOWN...

...CAN'T... HAVE TO...

TWAK

YOU DIDN'T HAVE T'BE *HITTIN'* HIM *SO* HARD!

HOW DID YOU...

I... I HAVE A *POWER*...

...OF *PERSUASION*... *KAINE!*...

...TAKE ME WITH YE...?

MEANWHILE, ON THE OUTSKIRTS OF BROOKLYN, AT THE SITE OF A SOMEWHAT FAMILIAR FACTORY-

OKAY, LENNY-- SHE'S ALL CLEAR--

--LET 'ER SWING!

HEY GERRY!--GERRY! YA BETTER GET OVER HERE-

--YER GONNA WANNA SEE THIS...!

CONTINUED IN SENSATIONAL SPIDER-MAN #2!

THE RETURN OF KAINE Part 2 of 4

MAR • 2

MARVEL® SPIDER-MAN GROUP

THE SENSATIONAL SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

JURGENS & JANSON

His given name is **Peter Parker**. While in high school he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself **Ben Reilly**, and, as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility!

STAN LEE PRESENTS: **THE SENSATIONAL SPIDER-MAN!**

REMAINS OF THE DAY

BY
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WITH
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MALIBU'S HUES
computer color
BOB BUDIANSKY
editor in chief

THE RETURN OF KAINE
Part 2 of 4

Maybe this is my penalty for living so far away from the COFFEE SHOP!

If I had the bucks, I might convince the owner, Shirley --

-- to let me open up a DAILY GRIND closer to my "luxurious penthouse" apartment down in LOWER MANHATTAN!

Red the DAILY BUGLE

Nah...with MY luck, New Yorkers would develop a CARROT JUICE craze about the time I opened up for business!

At least I can get here via a first-class seat on the SPIDER-MAN EXPRESS!

If I had to take the subway like every other shmoe --

-- working at the DAILY GRIND would be a real --

-- DAILY GRIND!

HI, SHIRLEY! BENJAMIN REILLY REPORTING FOR DUTY!

A WHOLE MINUTE EARLY, I MIGHT ADD!

BEN! WHAT IS IT ABOUT YOU THAT ALWAYS BRINGS A SMILE TO MY FACE?

IT SURE AIN'T HIS ARMANI SUITS, MA!

BENJAMIN! YOU'RE JUST IN TIME TO MIX ME UP A TALL LATTÉ! AFTER ALL --

-- ***NO ONE*** CAN GET THE STEAM UP LIKE ***YOU*** CAN!

Daily

YOUR WISH IS MY COMMAND, JESSICA! YOU WANT IT MADE WITH DECAF --

-- OR THE HIGH-OCTANE, PULL-NO-PUNCHES REAL THING?

MUCHO CAFFEINE! WITH LUCK, THE DAILY BUGLE MIGHT GIVE ME A CALL TO WORK ON THIS BIG STORY!

WHAT STORY? WITHOUT A TELEVISION, I'M PRETTY MUCH OUT OF TOUCH!

LIFE WITHOUT TV?!

YOU ARE ONE PITIFUL SOUL, REILLY!

TAKE A LOOK AT THE ***BUGLE!*** THE PICTURE SAYS IT ALL!

WISH I WOULD HAVE TAKEN IT!

Daily Bugle

That's when the proverbial ton of bricks hits me right in the chin.

That skull...complete with a mask! It was found at the bottom of a smokestack!

MAN DEAD?

The SAME smokestack from the factory that the JACKAL used for his hideout!

Like this place hasn't caused me ENOUGH grief!

That's where the Jackal originally cloned me... where the other Spider-Man thought he disposed of the dead clone!

But I was the guy in the bag! I was the real SPIDER-MAN!

But I wasn't dead! I crawled OUT of that smokestack! So the question is --

-- how can there possibly be a Spider-skeleton there?

BEN?

EARTH TO BEN REILLY! YOU LOOK LIKE YOU'RE A MILLION MILES AWAY!

OH! Uh... SORRY, JESS! I'LL GET YOUR COFFEE RIGHT AWAY!

NOT SO FAST, BEN! INSTEAD OF WORKING THE SHOP THIS AFTERNOON, I'D LIKE YOU TO RUN SOME ERRANDS! THERE'S A LIST IN YOUR COAT POCKET!

I'LL GET RIGHT ON IT!

What luck! This will give me a chance to check up on that skeleton!

I'LL CALL YOU TONIGHT AT 9:00 WITH THE WEEKEND WORK SCHEDULE!

MAKE SURE YOU'RE HOME SO WE CAN DISCUSS IT, OKAY?

WILL DO, SHIRLEY! I'LL TALK TO YOU THEN!

HI THERE, TALL, BLOND AND HANDSOME!

Gotta find a place to CHANGE!

I SAID, "HI!".

HE... *IGNORED* ME?

CAN YOU IMAGINE THAT?

I GUESS THERE IS A FIRST TIME FOR EVERYTHING...

HELLLOOO!

HI, DESIREE! YOU COMING TO THE BIG PARTY TONIGHT?

DEVON! I DON'T THINK SHE WAS IN --

PARTY? WHAT PARTY?

ARE YOU THROWING A PARTY TONIGHT? A CELEBRATION OF BLACK FABRICS, PERHAPS?

IT *IS* ALL YOU EVER SEEM TO WEAR...

WE'RE ALL GETTING TOGETHER FOR A HOUSEWARMING PARTY FOR BEN.

HE'S NEW IN TOWN AND HE DOESN'T EVEN HAVE A TV, SO WE'RE ALL CHIPPING IN TO BUY HIM ONE!

I IMAGINE YOUR SOCIAL CALENDAR IS *FAR* TOO BUSY FOR SUCH A TRIVIAL AFFAIR!

AU CONTRAIRE, DEAR JESSICA. I SHALL MOST DEFINITELY COME.

AND I'LL WEAR A DRESS THAT NOT EVEN A *DEAD* MAN CAN IGNORE!

SIGH!

A skeleton!

A skeleton in a SPIDER-MAN suit!

I thought all this clone craziness was over!

What does it mean?

Has the JACKAL come back from the dead, somehow?

Has he cooked up some other scheme to mess with my mind?

Or is it something even... WORSE?

BLAST IT, ROBBIE! I SHOULD HAVE BEEN NOTIFIED ABOUT THIS!

EVERY NIGHT MANAGER AT THIS PAPER SHOULD KNOW THAT WHENEVER A STORY COMES IN INVOLVING THAT WALL-CRAWLING CRETIN --

-- THAT ***J.JONAH JAMESON*** ***MUST*** BE NOTIFIED IMMEDIATELY!

THE STORY CAME IN AT THREE A.M., JONAH! YOU CAN'T --

WHERE ARE YOU GOING?

TO THE MORGUE, ROBBIE! I'M GOING TO FOLLOW UP ON THIS ONE ***MYSELF!***

JONAH, I ALREADY HAVE BEN URICH ASSIGNED TO RESEARCH THIS!

HAS HE SEEN THE ***REMAINS?***

WHAT? OF COURSE NOT! THAT'S... OBSCENE!

NOT AS FAR AS I'M CONCERNED!

FOR ALL WE KNOW, ***SPIDER-MAN*** DIED YEARS AGO! THE JOKER WE'VE BEEN COVERING IS PROBABLY A CRUMMY IMPOSTOR!

MOVE URICH OVER TO SOMETHING ELSE!

I'M COVERING THIS ONE ***MYSELF!***

AND I'M STARTING WITH THE ***MORGUE!***

ANY SIGN OF LIFE?

NO. THE ALLEY IS DESERTED!

I'M CURIOUS. YOU SEEM ALMOST... AFRAID. I WOULD NOT HAVE EXPECTED THAT OF YOU --

-- KAINE!

IT ISN'T ***FEAR*** THAT MOTIVATES ME, ***MUSE!***

IT'S MY DESIRE TO AVOID BEING DRAGGED INTO THAT RIDICULOUS ***GAME*** THOSE RICH FOOLS ARE RUNNING*!

YOU HATE THE CONCEPT THAT MUCH?

* FOR MORE DETAILS, SEE *SPECTACULAR SPIDER-MAN* #231, ON SALE NOW! – Bob.

THINK OF THE ***MONEY!*** IF YOU WIN, YOU COULD BE ***RICH*** BEYOND YOUR DREAMS!

MONEY DOES ***NOT*** INTEREST ME.

NOR AM I INTERESTED IN BEING SOMEONE'S ***PAWN!***

LOOKEE HERE.

I CAN SCORE ME SOME BIG POINTS BY TAKIN' OUT YOU TWO JERKS!

WHO --?

THE NAME'S RHINO, LADY!

YOU AND YER UGLY BOYFRIEND MAY NOT WANT TO PLAY THE *GAME* --

-- BUT YER IN IT NOW!

AND *OFFIN'* YOU LOSERS IS GONNA BE WORTH *BIG BUCKS!*

The morgue.

Nice thing about places like this --

-- is that security is pretty much nonexistent!

After all, who'd want to sneak in to play tag with a bunch of cadavers?

Cameras? Don't want anyone knowing Spider-Man was here when they review the tapes tomorrow!

ZZZ

Can't believe I'm actually breaking into a MORGUE!

Next thing you know, I'll be digging up GRAVES! I'll make this quick!

Soon as I see the mask I'll know if it was one of mine --

-- or if it's a FAKE!

All I have to do is find the right body!

Ooops. That's not it.

Sorry.

This looks like it could be...

HOLY --!

It's REAL!

It's --

-- real.

NOW what?

What does this MEAN?

Do I call Peter Parker in Portland and drag HIM into this?

NO!

He and Mary Jane deserve to live in PEACE!

There's no sense in getting him all stirred up when I don't have any answers!

And I'm not gonna find 'em if I leave chalk-face here for OTHERS to examine!

Somehow, I have to solve this MYSELF!

It sounds kinda sick and gross, but I KNOW what I have to do --

-- before this whole thing gets completely OUT OF CONTROL!

YOU THERE! I DEMAND TO SEE THE MAN IN CHARGE OF THIS FACILITY!

THE MORGUE ADMINISTRATIVE OFFICES ARE CLOSED AT NIGHT, MISTER.

I'M AS CLOSE AS YOU'RE GOING TO GET!

DO YOU KNOW WHO I AM?

NOT FER SURE. YOU *HOOTIE* OR ONE OF THE *BLOWFISH?*

LISTEN, WISE GUY! I WANT TO SEE SPIDER-MAN'S BODY!

NOW!

DREAM ON!

WE GOT A TOP-FLIGHT SPECIALIST COMING TO CHECK BUG BOY IN THE MORNING!

TURN YOUR HEAD WHILE I GO UPSTAIRS...

... AND YOU'LL FIND ONE THOUSAND DOLLARS CASH IN YOUR CAR TOMORROW MORNING!

HEY! YOU CAN'T --!

TWO THOUSAND!

ENJOY YOURSELF, HOOTIE!

WISE-CRACKING IDIOT! THAT CIVIL SERVICE EXAM MUST BE GETTING EASIER EVERY YEAR!

CLUMMP

THAT SOUND...

YOU! I SHOULD HAVE KNOWN!

WHAT'S UP, JONAH? LOOKING FOR A FEW MORE PARTS TO FINISH OFF THAT FRANKENSTEIN MONSTER OF YOURS?

SPIDER-MAN!

THE ONE AND ONLY!

THAT'S WHAT ***YOU*** SAY!

FOR ALL I KNOW, YOU KILLED THE ***REAL*** SPIDER-MAN AND TOOK HIS PLACE!

NOW YOU'RE TRYING TO STEAL THE EVIDENCE OF YOUR CRIME!

Ah, GO PICK ON ***THOR*** OR ***IRON MAN!***

BLAST YOU, WALL- CRAWLER! I'LL TELL THE WORLD ABOUT THIS...

THWIP

... AND EXPOSE YOU FOR THE MURDERER YOU REALLY ARE!

YOU HEAR ME?

BY THE TIME I'M DONE--

-- YOU WON'T BE ABLE TO GET SO MUCH AS A *PARKING SPOT* IN THIS TOWN!

GEE.

GUESS THAT MEANS I'LL HAVE TO PUT MY TRUSTY SPIDER-MOBILE UP FOR SALE!

FABULOUS JOB, JESSICA! WONDERFUL PARTY! HOW DID YOU TRICK BEN INTO LETTING YOU INTO HIS APARTMENT?

I CONVINCED THE *LANDLORD* I WAS BEN'S SISTER, HERE FOR A SURPRISE VISIT!

INTERESTING APPROACH, JESSICA. YOU CERTAINLY ARE...

-- RESOURCEFUL.

YOU WOULD BE TOO IF YOU HAD AN UPBRINGING LIKE MINE!

THAT'S WHY I ORGANIZED THIS PARTY! SINCE I NEVER HAD A REAL FAMILY --

-- I KNOW HOW LONELY THIS CITY MUST BE FOR A NEWCOMER LIKE BEN!

YOUR DRESS IS SIMPLY *INTOXICATING*, SWEET DESIREE.

AS IS YOUR *BREATH*, BUZZ.

Ooo, THAT'S *COLD*.

SUCH AN ATTRACTIVE DRESS, MY DEAR. ANY SPECIAL REASON?

NOT REALLY. JUST SOMETHING I HAD HANGING IN THE CLOSET!

GIRL, I'D BE *BLIND* NOT TO NOTICE THE ATTRACTION BETWEEN YOU AND BEN!

WE'RE FRIENDS, SHIRLEY. THAT'S *ALL*.

DON'T TURN AWAY FROM WHAT YOU WANT. *GO* FOR IT! AND DON'T WORRY ABOUT COMPETITION FROM DESIREE, EITHER! BE *YOURSELF*.

I'M THAT OBVIOUS?

I HOPE BEN ARRIVES SOON! I SWEAR, SOMETIMES HE ACTS --

"-- LIKE HE REALLY HAS SOMETHING TO HIDE!"

Can't wait to see tomorrow's Bugle.

Jonah will skewer me MAJOR LEAGUE!

This time... I deserve it.

Your friendly, neighborhood Spider-Man! Hero, web-slinger --

--and GRAVE ROBBER!

I mean, I've seen and done some pretty weird things in this hero game --

--but hauling around this bag of bones is giving me the CREEPS!

What--?! That rubble!

NO! IT CAN'T BE!

KAINE!

HE'S *ALIVE*?! AND SLUGGING IT OUT WITH THE *RHINO*?!

HOLD STILL! I'M GONNA RIP YER SPINE RIGHT OUTTA YER BODY --

--AND COLLECT ME SOME *BIG BUCKS!*

I WANT NO PART OF THIS RIDICULOUS GAME! BACK OFF OR THE ONLY PAYMENT YOU'LL RECEIVE IS *DEATH!*

Kaine was one of the imperfect Peter Parker clones created by the JACKAL!

And even worse, he's a CONFESSED MURDERER! And if he's on the loose, that means that --

--THIS LOOKS LIKE A JOB FOR *SPIDER-MAN!*

WHOA. CAN'T BELIEVE I JUST SAID THAT!

I SAID *HOLD* **STILL!**

KAINE TAKES ORDERS FROM *NO MAN!*

WHAT'S NEXT? *UP, UP AND AWAY?*

BRAKAMM

WHY IS KAINE MIXING IT UP WITH THE *RHINO?* ALMOST SOUNDS LIKE THEY'RE IN SOME SORT OF COMPETITION!

SPIDER-MAN! YOU'RE INVOLVED IN THIS, TOO?

OH, MY--!

CAN'T GET AWAY IN TIME!

MOVE IT, MISS!

MOVE IT!

I push the living centerfold out of the way just in time.

Not that it does ME any good.

KAINE!

MUSE!

SHOW YERSELVES, YA LOUSY WIMPS!

LET'S GO.

WHAT ABOUT SPIDER-MAN? WE CAN *USE* HIM!

FORGET HIM! HE WILL ONLY *INTERFERE* WITH US!

Uh...

...feeels like someone dropped a whole building on me.

Heh.

Only question is... can I get it off?

Come on --!

Great. At least I won't have to dig through this mess looking for my skeleton buddy!

Don't know what Kaine and Rhino are up to --

-- but I'll check into it as soon as I've stashed this at home!

Hey! That flickering light coming from my apartment!

Almost looks like it's coming from a TV!

But I don't have one!

STAY HERE, FRIEND. IF ANY DOGS COME SNIFFING AROUND, I'LL BE SURE TO RESCUE YOU!

THERE IS A TV IN THERE!

JESSICA'S THERE, TOO!

Good thing I have some extra civvies stashed out here!

What is she up to, anyway?

Man... I feel AWFUL!

Twelve tons of bricks and concrete can do a lot of damage!

BEN! YOU'RE FINALLY HOME!

OH, YOUR FACE! WHAT HAPPENED TO YOU? WERE YOU MUGGED?

MUGGED? NO...

Should've realized that I'm bruised!

NO, THERE WAS A COUPLE OF SUPER-VILLAIN TYPES KNOCKING BUILDINGS AROUND UPTOWN! I GOT CAUGHT IN THE MESS!

NO WONDER YOU MISSED THE HOUSEWARMING PARTY WE THREW FOR YOU!

JESS, I DIDN'T KNOW!

OF COURSE NOT, SILLY! IT WAS A SURPRISE!

WOW.

YOU EVEN GOT ME A PRESENT.

EVERYONE CHIPPED IN...

I FEEL LIKE A REAL CRUMB FOR MISSING IT. I'M SORRY, JESSICA.

DON'T BE, BEN. I'M JUST HAPPY YOU'RE OKAY.

THAT'S ONE OF THE NICEST THINGS ANYBODY EVER DID FOR ME, JESSICA.

THANK YOU!

I JUST WISH IT COULD'VE WORKED OUT BETTER, BEN.

WE...I REALLY DO CARE ABOUT YOU, YOU KNOW.

LOOK, LET'S BE CAREFUL HERE. I MEAN, YOU HARDLY KNOW ME! I HARDLY KNOW ***YOU!***

THEN MAYBE WE SHOULD GET TO KNOW ONE ANOTHER BETTER --

-- AND WORRY ABOUT THOSE SKELETONS IN YOUR CLOSET --

-- LATER.

THE RETURN OF KAINE™ Part 3 of 4

THE AMAZING SPIDER-MAN®

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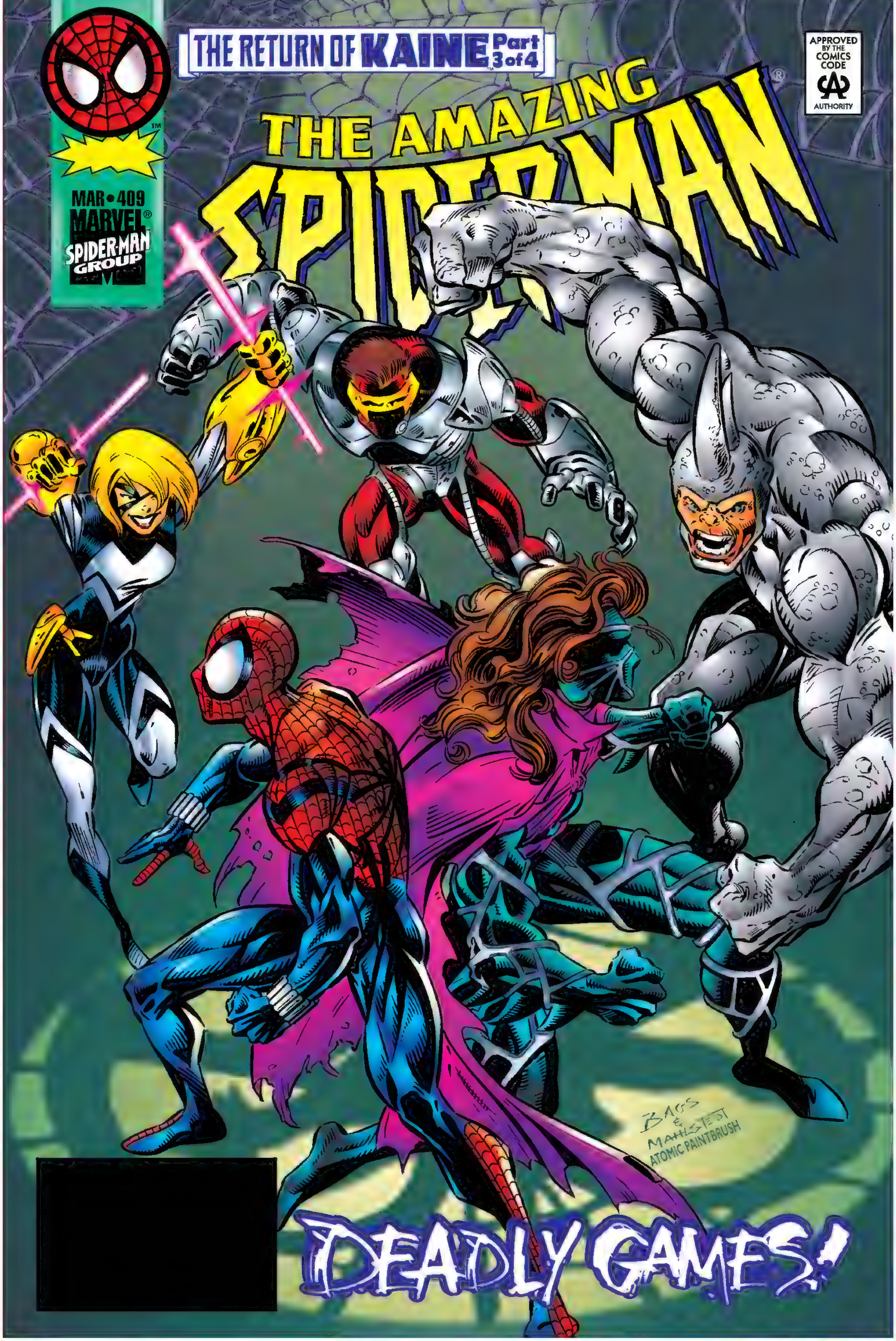
MARVEL® SPIDER-MAN GROUP



DEADLY GAMES!

His given name is **Peter Parker**. While in high school he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself **Ben Reilly**, and, as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility!

STAN LEE PRESENTS: # THE AMAZING SPIDER-MAN!

THE RETURN OF KAINE Part 3 of 4

OF WAGERS AND WARS

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Bob Sharen Colors
Malibu Seps
Richard Starkings & Comicraft Letters
Bob Budiansky Editor
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Most people in this city have at least one SKELETON in their closet.

Theirs may only be a figure of speech...

...mine is the GENUINE ARTICLE!

BRRR! I get all creepy-crawly just LOOKING at this bag of bones!

Can't believe I actually shanghaied it from the CITY MORGUE!

SEE SENSATIONAL SPIDER-MAN #2 FOR DETAILS – Bob.

I blame the JACKAL for this mess!

He started it five years ago...when he CLONED me.

My clone and I fought!

I lost --

-- and was left for DEAD in a Brooklyn smokestack!

Believing himself to be me, my clone made a real life for himself as PETER PARKER.

He even married MARY JANE, an old girlfriend of mine, and they're presently expecting their first child.

Me, I ended up calling myself BEN REILLY --

-- and bumming around the country!

My only friend during all that time was a geneticist named SEWARD TRAINER.

MAN! I could really use his help and understanding now!

But the poor guy recently blew his mind in CYBERSPACE --

-- and he's presently in a COMA!

I don't know WHEN -- or IF -- he'll ever recover!

As if my life wasn't complicated enough, this stupid SKELETON suddenly appears on the scene!

Workers recently found it while they were demolishing the very same Brooklyn smokestack where Pete dumped me.

What is it?

How'd it get there?

If it's the original clone, WHY do I remember being inside the smoke-stack?

And, where does PETE fit into all this?!

WHOA! My brain's starting to overheat from question overload!

I wish I could ditch all this jazz, and just gentle down with my lady JESSICA --

-- but I have no time to think about ROMANCE!

Nope, I've got work to do...

...of the WEB-SPINNING variety!

While I was chauffeuring MR. BONES back to my apartment, I accidentally ran across an old acquaintance...

...KAINE!

A psychotic SERIAL KILLER who also happens to be a disfigured CLONE of me created by the JACKAL!

OH, MAN! Someone must have had WALL-CRAWLING in mind when this building was designed --

-- with such a user-friendly AIR SHAFT!

Kaine was causing a sharp increase in CASUALTY CLAIMS when I spotted him!

He was in the middle of a major PUNCH-OUT with the RHINO!

WHY --?!

Don't know!

Don't care!

They both belong behind bars as far as I'm concerned!

ALSO IN SENSATIONAL SPIDER-MAN #2 – Bob.

AT THAT VERY MOMENT, IN THE SPRAWLING **BEVERLY HILLS** RESIDENCE OF FINANCIER **JAMES JOHNSMEYER**...

IS YOUR SPEAKER PHONE **MALFUNCTIONING**, JAMES? I KEEP HEARING A **TWAKKING** SOUND!

TWAK

HARDLY, YASSAF! I'M MERELY PRACTICING MY GOLF SWING ON MY NEW **VIDEO RANGE!**

PERHAPS **YOU** COULD ALSO USE ONE!

NOT NECESSARY! I RECENTLY ASTROTURFED ONE OF THE BALLROOMS WITHIN MY WINTER PALACE, AND ADDED A THREE-HOLE COURSE!

REALLY --?!

JAMES! YASSAF! I DON'T MEAN TO BE RUDE, BUT A BEAUTIFUL AEGEAN CLIME IS WASTIN' AWAY WHILE I'M STUCK ON THIS CONFERENCE CALL!

I BELIEVE WE WERE DISCUSSIN' **SPIDER-MAN --!**

CORRECT IS **NICOLAS!**

PAST HISTORY HAS THE WEB-SWINGER WITH JAMES'S NEW PLAYER, THE ONE CALLED **KAINE!**

CHU RAISES AN INTERESTING ISSUE.

DO WE PROCEED WITH KAINE'S **INITIATION** AS PLANNED -- **CANCEL** HIS FIRST MATCH -- OR FACTOR **SPIDER-MAN** INTO THE PROCEEDINGS?

GENTLEMEN! GENTLEMEN! WE ARE ALL SPONSORS IN THE **GREAT GAME** BECAUSE IT AMUSES US TO PIT OUR SUPER-POWERED PAWNS AGAINST ONE ANOTHER!

I PROPOSE WE INCLUDE THE WALL-CRAWLER AS A WILD CARD IN A **FIRST BLOOD** MATCH!

AN EXCELLENT **SUGGESTION, JAMES!** NICOLAS AND I CAN ALSO CONTRIBUTE OUR OWN HUMBLE **PLAYERS!**

SOUNDS LIKE **FUN,** CHU!

ALL RIGHT... WHO WANTS TO LAY THE FIRST **WAGER?!**

JUST THEN, IN A LOWER WEST SIDE WAREHOUSE THAT HAS BEEN RIGHTSIZED COMPLETELY OUT OF BUSINESS...

KAINE --?

THERE'S NO SIGN'A PURSUIT!

WHERE *ARE* YE, KAINE?

WE CAN'T BE STAYIN' HERE! WE MAY HAVE LOST THE *RHINO* FOR NOW --

-- BUT I'M BETTIN' WE HAVEN'T SEEN THE LAST'A HIM!

HOW DID HE FIND US THE FIRST TIME, SHANNON?

YE NEED *T'REST!* T'REGAIN YUIR *STRENGTH!*

GET SOME SLEEP! I'LL STAND GUARD!

I'M WISHIN' I COULD TELL YE! ALL I KNOW IS THAT *JAMES JOHNSMEYER* IS A MAN'A VAST RESOURCES --

-- AND HE WON'T BE TAKIN' KINDLY TO YUIR REFUSAL T'REPRESENT HIM IN THE *GREAT GAME!*

WHY SHOULD I TRUST YOU, SHANNON?

ARE YE *DAFT*, MAN?

IN CASE YE DIDN'T NOTICE, I DIDN'T EXACTLY *ADVANCE* MY OWN CAREER WHEN I HELPED YUIR *ESCAPE!*

SEE SPECTACULAR SPIDER-MAN #231 – Bob.

A MAN LIKE JOHNSMEYER LIVES FOR THE ***GREAT GAME,*** AN' HE'LL NEVER --

OH!

KRAKOOM

HOPE I HAVEN'T COME AT A BAD TIME!

BUT MY BOSS OFFERED ME A MAJOR BONUS TO ***FLATTEN*** THE TWO OF YOU BEFORE ANYONE ELSE CAN!

THIS AIN'T ***PERSONAL,*** PEOPLE!

IT'S STRICTLY ***BUSINESS!***

YOU ARE A FOOL TO ALLOW YOURSELF TO BE ***MANIPULATED*** FOR THE VICARIOUS PLEASURE OF OTHERS, RHINO!

YOU'RE ***ENTITLED*** TO YOUR OPINION, KAINE!

ME, I JUST SEE MYSELF AS FREELANCE ***MUSCLE!***

THOUGH THE SHARP CLACKING OF MANUAL TYPEWRITERS HAS GIVEN WAY TO THE NUMBING BUZZ OF COMPUTERIZED WORD PROCESSORS, THE **DAILY BUGLE** REMAINS A NEWSPAPER IN THE GRAND OLD TRADITION...

HEADLINES SELL PAPERS --

DAILY BUGLE

-- AND I NEED A REAL GRABBER TO **NAIL** SPIDER-MAN!

Mr. JAMESON, SINCE YOU ACTUALLY SAW HIM HIJACK THE BODY OF SOMEONE WHO MIGHT BE THE ORIGINAL WALL-CRAWLER OUT OF THE MORGUE...

...HOW'S ABOUT SOMETHING LIKE, **"SPIDER-MAN: IMPOSTOR AND KILLER!"**

NEEDS A LITTLE WORK, ELLIS!

WHAT'S **YOUR** OPINION, URICH?

I SAY THE ONLY THING NEW ABOUT THIS SPIDER-MAN IS HIS **COSTUME!** IT'S HAPPENED BEFORE!

IT DOESN'T MATTER **WHO** HE REALLY IS! THE GUY'S A GHOUL!

ACTUALLY, IT DOES...BUT THAT'S FOR A LATER EDITION! ELLIS, YOU PLAY UP THE STOLEN BODY ANGLE!

URICH, YOU DIG INTO THIS WEBHEAD!

I WANT TO KNOW IF HE'S THE REAL GOODS OR A NEW PLAYER!

YOU GOT IT, Mr. JAMESON!

IS THIS PRUDENT, JONAH? DO YOU REALLY WANT TO UNLEASH A SHARK LIKE **KEN ELLIS** BEFORE **BEN URICH** LEARNS THE TRUTH?

THIS IS A **NEWS-PAPER,** JOE!

WE REPORT **FACTS...** NOT **TRUTH!**

TRUTH IS IN THE EYE OF THE BEHOLDER!

AND THIS BEHOLDER SEES **SPIDER-MAN** ON A **SPIT!**

No trace of KAINE or the RHINO!

Youd' think in this day and age there'd be easier ways to REACH OUT and SLAM your favorite baddie!

They should all be required to carry CELL PHONES, or be plugged into the INTERNET!

YEAH! A VILLAINS ON-LINE service would certainly relieve my stress!

HEEY! Those news helicopters seem to be in an awful hurry!

Could my favorite bruisers be committing MASS MAYHEM in another part of the city?

CHANNEL 10 NEWS

Only one way to find out --!

THWIP

THWAP

And AWAAAY we go --!

MEANWHILE, ELSEWHERE...

FOR A GUY WHO DOESN'T WANT TO *PLAY* THIS GAME --

-- YOU PUT UP ONE HECK OF A *FIGHT!*

OTHERS ONCE PULLED MY *STRINGS*, RHINO! MADE ME *DANCE* TO THER PERVERSE MACHINATIONS!

NO MORE!

NEVER AGAIN WILL KAINE BE ANY MAN'S *PAWN!*

I STRIKE ONLY FOR MY *FREEDOM!*

MY LIBERTY!

HEY! YOU'RE NOT LEAVING UNTIL I COLLECT MY BONUS!

SAVE YOURSELF FURTHER *MISERY*, RHINO!

I HAVE NO DESIRE TO *CONTINUE* THIS POINTLESS BATTLE!

SHANNON AND I MERELY WISH TO *VANISH* BEFORE THE AUTHORITIES CAN --

UNGH!

A BLAST FROM THE HEAVENS!

W-WHO -- ?!

HIYA, CUTIE! I'M *JOYSTICK!*

MY ASSOCIATE IN THE FUNKY THREADS IS CALLED *POLESTAR!*

DON'T MOCK THE SUIT, LADY!

IT GENERATES A MAGNETIC FIELD THAT ALLOWS ME TO ATTRACT AND REPEL THE PROPS OF MY CHOICE --

-- AND MY SPONSOR IS WAGERING MAJOR COIN THAT I'LL SCORE *FIRST BLOOD!*

HE SHOULD HAVE INVESTED IN *TAX-FREE MUNICIPALS.*

KAINE IS *MINE!*

KWOMP

YOU TWO NEED GLASSES?

I GOT FIRST DIBS ON THIS *TARGET,* AND I'M PUTTING THE *KIBOSH* ON HIM!

YOU'RE *NEW* TO THE GREAT GAME, RHINO!

YOU MAY NOT REALIZE THAT THE RULES OF A FIRST BLOOD MATCH ALLOW ALL PLAYERS *FREE ACCESS* TO THE QUARRY, AND -- *Uhhh!*

THAT MAY BE *TRUE*, POLESTAR... BUT THE PREY ARE ALSO PERMITTED TO *DEFEND* THEMSELVES!

IN CASE YOU'VE FORGOTTEN, BEFORE I SIDED WITH KAINE, I WAS A *PLAYER* MYSELF --

-- AND I STILL POSSESS MY POWERS OF *PERSUASION!*

SWOK

GOODY FOR YOU!

MAYBE YOU CAN PERSUADE YOUR TEETH TO RETURN TO YOUR MOUTH!

SHANNON!

FORGET THE BABE, PAL!

YOU'VE GOT YOUR OWN *PROBLEMS!*

TWOP

I WANT YOU TO KNOW THAT I'M GOING TO PUT MY *BONUS* TO GOOD USE --!

GOING TO BUY MY MOTHER ONE OF THOSE *BIG-SCREEN TVS!*

ISN'T THAT *SWEET--!*

I HOPE YOU'LL ALSO SPRING FOR THE PREMIUM *CABLE CHANNELS!*

IT WOULD BREAK HER HEART IF SHE MISSED YOUR STARRING ROLE ON *COURT TV!*

SPOOKY

W-WHERE'D YOU COME FROM-?!

BELIEVE IT OR NOT, A LITTLE *BIRDIE* BROUGHT ME!

DO NOT *INTERFERE* SPIDER-MAN! I DO NOT REQUIRE YOUR *AID!*

I REALLY HATE TO BREAK THIS TO YOU, HANDSOME... BUT YOU AND I *AREN'T* EXACTLY ON THE SAME SIDE!

Uh Oh!

THIS IS GOING TO BE A VERY *PROFITABLE* MATCH FOR ME!

THE POINTS FOR SPIDER-MAN ARE *DOUBLE* THOSE FOR KAINE!

DOUBLE -?!

PWANG!

Barely managed to dodge this new joker!

Why is he involved with Kaine and the Rhino?

SWELL! My webbing isn't adhering to his aura!

I'll need another strategy to --

Oh, no!

I don't believe it!

PWAP

HEY GOOD-LOOKIN'! THIS IS A REAL HONOR FOR ME!

I'VE ALWAYS DREAMED OF *TROUNCING* A MAJOR HEADLINER LIKE YOU!

JOYSTICK -- the game-player!

She doesn't realize it, but we met while I was still the SCARLET SPIDER!

Back in SCARLET SPIDER #2. – Bob

IT'S *UNFAIR!*

NOBODY TOLD ME THE WEB-SWINGER WAS WORTH *DOUBLE!*

YOUR SO-CALLED SPONSOR USES YOU LIKE A *MINDLESS TOOL* -- AND YOUR ONLY *CONCERN* IS REMUNERATION?

I STRONGLY SUGGEST YOU REASSESS YOUR *PRIORITIES!*

Uuuh

SHANNON! ARE YOU WELL ENOUGH TO TRAVEL --?

I... THINK SO!

NOT SO *FAST*, PALLY!

I MAY BE CHEESED AT BEING *RIPPED OFF* --

-- BUT THAT DOESN'T ENTITLE *YOU* TO A FREE RIDE!

PWAP

KA THUM

I'M GOING FOR ALL THE POINTS --

-- AND *TWO* BIG SCREENS!

HE LIES UNMOVING --

--UNCONSCIOUS --

-- HOOKED TO MACHINES WHICH NOTE HEALTHY **LIFE SIGNS** BUT DETECT ABSOLUTELY NO **HIGHER BRAIN FUNCTION!**

HOW ARE WE FEELING TODAY?

ANY CHANCE WE'LL *AWAKE* FROM OUR COMA?

THAT'S A GOOD QUESTION, NURSE!

Oh --! I DIDN'T REALIZE ANYONE WAS BEHIND ME!

ARE YOU HERE TO SEE *SEWARD TRAINER?*

I AM HIS DAUGHTER... CAROLYN!*

I'LL BE AT THE NURSES STATION IF YOU NEED ME.

YES...

THANK YOU. I MUST MAKE THE MOST OUT OF EVERY PRECIOUS MOMENT I SPEND WITH FATHER.

HE'S SO PALE... SO FRAGILE AND VULNERABLE! IT'S PRETTY OBVIOUS THAT...

HE IS STABLE, BUT HIS CONDITION HASN'T CHANGED. I ASSUME YOU'D LIKE SOME PRIVACY.

... HE WILL ***NOT*** SURVIVE MUCH LONGER!

* We know her better as the new DOCTOR OCTOPUS, last seen in **SPECTACULAR SCARLET SPIDER** #2--Dr.Bob!

TIME IS RUNNING *OUT* FOR YOU, GRUESOME!

YOU'RE GOING DOWN!

SUCH CHILDISH *THREATS* --

-- ONLY SERVE TO ILLUSTRATE YOUR ***IGNORANCE*** AND ***FRUSTRATION,*** RHINO!

I HAVE ***NOTHING*** TO FEAR FROM A MINDLESS CRETIN LIKE YOURSELF!

I AM ***KAINE*** --

-- AND MY POWER IS FAR ***GREATER*** --

-- THAN YOU SUSPECT!

KRAKOOM

*LIKE THE AMAZING SPIDER-MAN, KAINE CAN ALSO **STICK** TO SURFACES --*

*-- BUT HE **EXPLOITS** HIS ABILITY A MITE DIFFERENTLY!*

SWEET MAMA --!

WHOMP

ARE YOU STILL *CONSCIOUS*, RHINO --?

KWAK KWAK KWAK

IT IS IMPORTANT THAT YOU FEEL THE ***PAIN*** -- AND SUFFER THE ***AGONY!***

AGNN

I WANT YOU TO BE ***AWAKE!***

KWAK

MOST OF ALL, I WANT YOU TO UNDERSTAND THAT THIS IS ONLY A ***SAMPLE*** OF WHAT AWAITS ALL WHO DARE CHALLENGE KAINE!

ONLY A ***SAMPLE!***

ENOUGH, KAINE! YE HAVE BEATEN THE POOR MAN INTO A STUPOR! THERE'S NOT REASON TO BE ***KILLIN'*** HIM!

YE'VE ALREADY SCORED ***FIRST BLOOD!***

FIRST BLOOD?!

VIOLENCE IS NO ***GAME*** TO ME, SHANNON!

IT'S THE ONLY ***LIFE*** I'VE EVER KNOWN!

Ooooo! NICE MOVES, WEBS! YOU'VE MANAGED TO DODGE ***EVERYTHING*** POLESTAR AND I HAVE THROWN AT YOU!

IF YOU'RE AS ***CUTE*** UNDER THAT MASK AS YOU ARE ***AGILE,*** I MIGHT BE INTERESTED IN A LITTLE ***ONE-ON-ONE*** --

-- ***AFTER*** THE MATCH!

GOTTA GET RID OF HER ***EXPLOSIVE STICKS!***

LET'S GET SOMETHING STRAIGHT, LADY...

...I'M NOT INTERESTED IN YOUR ***GAME*** --

-- OR ***YOU!***

KRAKOOM

ZAKK

KRAKOOM

MY PLAN ***WORKED!*** THE STICKS ***VANISHED*** AS SOON AS I CUT OFF THEIR SOURCE OF ENERGY BY ***CRUSHING*** HER WRIST CONDUITS!

P-PRETTY SNEAKY, WEBS!

JUST WHEN WE WERE GETTING SO COMFY!

I'LL REMEMBER THAT LITTLE MANEUVER WHEN NEXT WE MEET!

DON'T LOOK SO ***SURPRISED!*** IT'S A WASTE OF TIME TO TURN ME OVER TO THE POLICE! I HAVEN'T COMMITTED A SINGLE CRIME...

...OTHER THAN AGGRAVATED ASSAULT.

AND WE BOTH KNOW YOU'LL NEVER TESTIFY AGAINST ME!

IHI

MAYBE NOT, JOYSTICK, BUT I CAN STILL KEEP YOU OFF THE STREETS UNTIL --

WHOOPS!

POLESTAR! I FORGOT ALL ABOUT ***POLESTAR!***

KRAKOOM

IT'S A MISTAKE YOU'LL SOON ***REGRET***, SPIDER-MAN!

MY ***MAGNETIC FIELD*** MAKES ME THE MOST DANGEROUS OPPONENT YOU'VE FACED!

YOU'RE REALLY PUSHING IT, BUNKY!

I'VE FOUGHT SOME ***MAJOR HEAVIES*** IN MY TIME!

AND -- UNLIKE YOU -- MOST OF THEM HAD A GREAT ***SENSE OF DIRECTION!***

WHAT THE HECK ARE YOU --

Oh... ***NO!***

SPLAK

ROR

THIS ISN'T ***FAIR!*** MY SPONSOR INVESTED SERIOUS MONEY IN THIS ***OUTFIT***, AND HE EXPECTS ***RESULTS!***

I COULD LOSE THIS ***JOB*** IF I DON'T PRODUCE THE DESIRED ***RETURNS*** BY THE END OF THE FISCAL QUARTER!

ARE YOU ***LISTENING***, SPIDER-MAN?

SPIDER-MAN --?!

I HEAR YOU, ALL RIGHT!

YOU SOUND LIKE EVERY OTHER CORPORATE WEASEL WHO DANGLES FROM THE HIGH WIRE OF OFFICE POLITICS!

PWAS TWOK

IF YOU WANT THE ***PERKS*** THAT COME FROM LIVING IN THE FAST LANE, DON'T WHINE WHEN THE TIME COMES TO ***PAY*** YOUR TAB!

HUBERDS

AT LEAST YOU HAD A CHOICE ABOUT ***PLAYING*** THIS STUPID GAME!

WHAT DO I HAVE TO ***SHOW*** FOR MY EFFORTS?

YOU AND THE ***RHINO!***

THANKS TO YOU AND JOY-STICK...

ME -- ALL I WANTED WAS TO CLEAR A PAIR OF ***PSYCHOS*** OFF THE STREETS!

...KAINE AND HIS LADY FRIEND ARE STILL ***FREE!***

SOMETIME LATER, ON THE WEST COAST...

WONDERFUL! KAINE'S INITIAL MATCH WAS EVEN MORE PROFITABLE THAN WE'D HOPED!

I AM FEELING EXCEPTIONALLY GENEROUS, MY DEAR. YOU MAY HAVE YOUR CHOICE OF THE SPOILS...

WOULD YOU PREFER THE WINTER PALACE, THE PAGODA OR THE AEGEAN MANSION?

BY THE WAY... WHERE IS OUR BOY?

HE'S SCOUTIN' US UP A REFUGE, Mr. JOHNSMEYER!

FIGURED IT WAS SAFE T'CHECK IN WHILE HE WAS GONE, BUT I CAN'T STAY FOR LONG!

YOU'D BETTER GET OFF THE LINE, SHANNON! WE MUSTN'T MAKE OUR PATSY SUSPICIOUS!

I HAVE ALREADY BEGUN MAKING ARRANGEMENTS FOR HIS NEXT AND POSSIBLY FINAL GAME...

A CHALLENGE THAT I BELIEVE IS DESTINED TO CONQUER KAINE!

The RHINO is one of my strongest foes, but I should have realized that he'd go down a lot easier than KAINE!

That maniac has spent too many years TORTURING me, filling my life with MISERY.

He's managed to ELUDE me once again...

...but NOT for long!

During the battle, I took a moment to tag Kaine's date with a SPIDER-TRACER!

The signal's coming in LOUD and CLEAR!

This is it --! My final showdown with KAINE! And hopefully, my chance to put this crazy GAME out of commission once and for all!

Hope my UNDERWEAR is in relatively decent shape!

Otherwise, I'll be real embarrassed if I'm the one who ends up in a HOSPITAL --

-- or the MORGUE!

THE RETURN OF KAINE™ Part 4 of 4

APPROVED BY THE COMICS CODE AUTHORITY

SPIDER-MAN®

MAR • 66

MARVEL® SPIDER-MAN GROUP

HIGH ABOVE THE ROOFTOPS OF NEW YORK CITY.

They're here...

...I can feel them.

The signal from the spider-tracer I slapped on the woman with HIM is growing stronger.

Jaw is still aching from that kick Joystick gave me.

SEE AMAZING SPIDER-MAN #409. – Bob.

Should really take it easy.

Yeah... right! Like THAT'S going to happen!

Not when HE's involved in it all.

I didn't expect to see him again.

Thought he'd died.

One less clone of Peter Parker walking the streets...

...and out of my life.

But I should have known better.

HE spent too many years making my life miserable to just lay down and die.

Well, here I go again.

Down into the darkness... down to face...

...KAINE.

Stan Lee presents:

THE RETURN OF KAINE

Part 4 of 4

END GAME

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I'M TAKING YOU TO THE POLICE, KAINE.

YOU'RE A KILLER AND I'M NOT GOING TO LET YOU STAY ON THE STREETS ONE MINUTE LONGER.

I HAVE NO FIGHT WITH YOU, SPIDER-MAN...

...BUT I'M NOT GOING TO LET YOU TAKE ME IN.

FREEZE!

LOOKS LIKE YOU'RE SURROUNDED.

IT'S OVER.

NO. IT'S NOT.

MUSE, STAY CLOSE.

ALWAYS. BUT IF YE WANT A LITTLE ASSIST WITH THINGS...

IT WON'T BE NECESSARY.

Spider-sense going crazy!

He's pulling down the wall using the same adhesion power I use to climb them.

Got to move before --

BOOM

JEEZ! WE CAN'T GET THROUGH.

EVERYONE AROUND THE BLOCK. THEY'RE GOIN' TO HAVE TO COME OUT THE OTHER END OF THE ALLEY.

LET'S BACK UP THE OTHER UNITS...

"...'CAUSE I THINK THEY'RE GOING TO NEED IT."

WHO IS THIS BIG GUY?

WE WERE SENT OUT TO BRING IN SPIDER-MAN FOR STEALING A SKELETON FROM THE MORGUE*...

...SO WHO DO WE ARREST NOW?

* SEE SENSATIONAL SPIDER-MAN #2. – Bob.

ALL OF YOU -- JUST FREEZE OR WE SHOOT!

They're after ME?

Wonderful.

I HAVE NO TIME FOR THIS.

COME ON, MUSE, WE'RE LEAVING NOW.

IF ANYONE GETS IN OUR WAY...

...I WILL TAKE THEM DOWN.

He's throwing those two cops as if they were rag dolls.

If they hit the wall at that speed they're going to be crushed.

THWIP

THWIP

Got 'em.

YE SURE KNOW HOW TO SHOW A GIRL A GOOD TIME, KAINE.

I HAVEN'T HAD THIS MUCH FUN SINCE --

MUSE! BEHIND YOU!

HE'S GOING TO...

PTOOM

...SHOOT.

JGPH!

Kaine took the bullet for her and it's barely slowing him down.

Got to get to him before he --

Not again.

Pulled the wall down.

It's falling towards the cops.

He knows I won't let them get hurt.

Knows I can't.

Knows me better than I know myself.

He and Muse got away while I was saving the day.

And now, just to show their gratitude, the police are going to offer me a hearty --

FREEZE!

So much for gratitude.

SEVERAL BLOCKS AWAY.

D' YE THINK WE LOST HIM?

NOT FOR LONG.

YE THINK, EVEN AFTER WHAT YE DID BACK THERE, HE'LL STILL BE COMING FER YE?

HE HAS NO CHOICE. I REPRESENT EVERYTHING HE STANDS AGAINST.

HE'LL COME.

LET HIM.

LOOK AT HER.

I'VE NOT HAD SO MUCH FUN IN MONTHS.

DID YE CATCH THE LOOKS ON THEIR FACES WHEN YE PULLED THE WALL DOWN?

SO YOUNG... SO BEAUTIFUL... SO FULL OF LIFE.

SOMETHING ABOUT HER REMINDS ME OF...

...LOUISE KENNEDY.

THE ONLY WOMAN I HAVE EVER ALLOWED MYSELF TO GROW CLOSE TO... TO LOVE.

YOU'RE BLEEDING.

SEE SPIDER-MAN: THE LOST YEARS LIMITED SERIES. – Eric

WHAT?

HELLO? EARTH TO KAINE!

STAND STILL WHILE I TRY TO STAUNCH THIS.

IT'S OKAY. IT DOESN'T HURT... REALLY.

JUST STAND STILL.

I CAN'T BELIEVE YE TOOK A BULLET FOR ME.

THANKS.

NOW HOLD STILL.

YE REALLY HATE THEM, DON'T YE? THE GAME SPONSORS, I MEAN.

I HATE ANYONE WHO CHOOSES TO USE OTHERS AS THEIR PAWNS.

A LONG TIME AGO SOMEONE TRIED TO USE ***ME*** AS THEIR PAWN... AND I'M NOT GOING TO LET THAT HAPPEN AGAIN.

RIGHT NOW YOU'RE THE ONLY PERSON I TRUST, SHANNON.

YOU EARNED THAT TRUST WHEN YOU RESCUED ME FIRST FROM THE REGENERATION POD AND THEN FROM THE OTHER GAME PLAYERS.

AND I'M GOING TO REPAY THAT TRUST BY BRINGING THE GAME AND ITS SPONSORS DOWN -- AS SOON AS YOU TAKE ME TO JOHNSMEYER'S HEADQUARTERS.

MIDTOWN MANHATTAN.

THE JOHNSCORP. BUILDING.

THE GAME SEEMS TO BE PROGRESSING QUITE NICELY.

IF ALL IS GOING AS PLANNED, AND I HAVE NO REASON TO BELIEVE OTHERWISE, KAINE SHOULD BE ON HIS WAY HERE.

WHAT OF THIS SPIDER-MAN? IS HE TO BE ELIMINATED FROM THE PLAYING FIELD BEFORE THE FINAL EVENT?

NO... NO... NO... I WILL TAKE HIM ON AS A WILD CARD PLAYER... ALL MY WAGERING WILL INVOLVE HIM. ANY TAKERS?

YOU ARE ON.

DOUBLE THE USUAL? WIRE TRANSFERS TO THE CAYMAN ISLANDS ACCOUNTS?

OF COURSE.

IT TRULY IS A SHAME FOR YOU, JOHNSMEYER, THAT YOUR MUSE WAS TAKEN OUT OF PLAY WITH THAT INJURY OF HERS.

A SHAME INDEED. SHE WAS A VALUABLE ASSET TO MY PLAYING, BUT...

...SOMEHOW I'LL BE SEEING MY WAY TO BETTER TIMES AHEAD.

FOR NOW I'LL HAVE TO MAKE DO WITH KAINE.

NOW LET US BEGIN SOME REAL WAGERING, GENTLEMEN.

DAILY BUGLE

ROBBIE...
...URICH...
...YIN...
...ELLIS...
...PLEASE, SOMEONE TELL ME YOU'VE GOT SOMETHING MORE ON SPIDER-MAN AND THE SKELETON HE STOLE FROM THE MORGUE?
GET OUT.
I'M ASHAMED TO CALL YOU NEWSPAPER PEOPLE.
I GUESS IT'S UP TO ME TO FIND SOMEBODY WHO CAN DO THE JOB.
HELLO, KID... IT'S JONAH JAMESON.
LISTEN... YOU WERE ALWAYS THE BEST AT GETTING THE DIRT ON SPIDER-MAN... SO HOW'D YOU LIKE TO EARN SOME MONEY ON THE BUGLE?
COME BACK EAST AND WE'LL PAY ALL YOUR EXPENSES. WHATEVER IT TAKES.
SURE YOU CAN BRING HER ALONG. BUT I WANT YOU HERE YESTERDAY.
SEE YOU THEN.

A SHORT TIME LATER...

HIGH ABOVE THE CITY STREETS...

...ATOP THE JOHNSCORP BUILDING...

...A WAR IS BEING WAGED.

AND AMIDST THE LASER CANNONS...

...AND OTHER SECURITY DEVICES OF THE HIGHEST TECHNOLOGY AND DESTRUCTIVE POWER...

...STANDS KAINE.

HERE HE UNLEASHES THE FULL FURY OF THE PAIN THAT TEARS AT HIM BODY AND SOUL.

HIS POWER IS GREAT...

...AND HIS RAGE IS GREATER.

HE WAS HANDSOME ONCE.

A PERFECT GENETIC REPLICA OF PETER PARKER... OF SPIDER-MAN.

THEN THE DEGENERATION BEGAN.

AND FOR FIVE YEARS HE HAS WATCHED AS HIS OWN BODY HAS BETRAYED HIM.

LIVED WITH THE EXCRUCIATING PAIN OF A PROCESS THAT HAS TORN EACH AND EVERY CELL IN HIS BODY.

BUT AS HIS BODY DEGENERATED IN DESIGN...

...HIS STRENGTH INCREASED.

AND AS THE STRENGTH INCREASED...

...SO INCREASED THE PAIN AND ANGER WHICH WERE KAINE'S ONLY COMPANIONS THROUGH THE YEARS.

ANGER AT THE CRUEL GOD WHO ALLOWED HIM TO BE SO.

ANGER AT PROFESSOR MILES WARREN, THE WARPED SCIENTIST WHO CHOSE TO CREATE HIM AND THEN CAST HIM ASIDE FOR NOT BEING PERFECT.

ANGER AT HIMSELF FOR ALLOWING OTHERS TO PULL HIM INTO THEIR GAME.

TODAY THE ANGER FINDS A RELEASE.

AND WOE TO THOSE WHO TODAY STAND BEFORE THIS MAN.

KAINE?

I'M FINE...

...NOW.

THIS *IS* THE RIGHT PLACE... ISN'T IT?

IT'S A FINE TIME YER CHOOSIN' TO BE ASKIN' ME THAT... BUT YES.

NOW LOOK AT YE. YER SHOULDER'S BLEEDIN' AGAIN... AND YER FACE AS WELL.

TAKE OFF THE MASK AND LET'S HAVE A LOOK AT YOU THEN.

NO. YOU DON'T WANT TO SEE MY --

I'LL BE HAVIN' NO ARGUMENTS FROM YOU.

NOW WHAT'S ALL THE WORRYING FOR? BENEATH IT ALL IS A FINE FACE.

A STRONG FACE.

THE FACE OF THE MAN WHO SAVED MY LIFE.

THE MAN WHO... WHO...

I'M... I'M SORRY... I DIDN'T MEAN TO... BUT I'M GLAD I DID.

YE KNOW, KAINE, WE DON'T HAVE TO BE DOIN' THIS.

WE'VE BOTH HAD ENOUGH PAIN IN OUR LIVES. I JUST KEEP MINE A LITTLE MORE HIDDEN.

WE CAN JUST LEAVE. GO SOMEPLACE QUIET. FORGET THE GAME... FORGET IT ALL.

NO. WE GO TO JOHNSMEYER. WE END IT ALL HERE TODAY.

NO.

NOT HER.

NOT MUSE.

DEAD... WITH MY MARK ON HER FACE.

JUST SHOW ME HOW TO GET IN --

-- NO!

HEAD... ON FIRE.

A PREMONITION... TEARING THROUGH MY BRAIN...

NO!

KAINE! WHAT IS IT? WHAT'S WRONG?

NOTHING.

SMACK

THE GAME ENDS NOW!

YOU'VE NEVER BEEN MORE CORRECT.

THWAP THWAP THWAP THWAP

THE GAME ENDS HERE AND NOW...

...AND SO DO YOU.

THIS DOESN'T CONCERN YOU, SPIDER-MAN.

OH? BUT IT DOES.

EVERY LIFE YOU TAKE... EVERY ***THING*** YOU DO... CONCERNS ME.

YOU ARE FROM MY GENETIC STOCK AND I CAN'T STAND ASIDE AND LET YOU CONTINUE YOUR SENSELESS RAMPAGE.

SUIT YOURSELF.

I SUPPOSE WE WERE PREDESTINED TO COME TO BLOWS.

RRRIP

YUP. MIGHT AS WELL GET IT OVER WITH --

THE ROOF TOP? IT OPENED UP... WE'RE...

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FWOOSH

...FALLING!

KAINE! GRAB ON TO MUSE.

TRYING TO...BUT... CAN'T REACH... HER.

NOW I WOULDN'T BE WORKING MYSELF UP TO AN UPROAR, LADDIES.

THIS LADY IS MORE THAN CAPABLE OF TAKING CARE OF HER-SELF.

EXCELLENT! YOU ARE ALL THREE HERE. NOW THE WAGERING CAN BEGIN IN EARNEST.

I ALREADY TOLD YOU, JOHNSMEYER...

...I'LL PLAY NO PART IN YOUR GAME.

BUT YOU ALREADY HAVE, KAINE.

YOU AND SPIDER-MAN HAVE BEEN PART OF THE WAGERING FROM THE MOMENT YOU LAID EYES UPON ME.

THE ONLY DIFFERENCE IS THAT NOW I'M GIVING YOU THE CHANCE TO PARTICIPATE IN EARNEST AND COLLECT THE REWARDS OF YOUR LABORS.

I'M AFFORDING YOU THE CHANCE TO PARTAKE WITHOUT CONTINUING TO BE DUPED BY MY TOP PLAYER.

DON'T, Mr JOHNSMEYER. I'M DONE. I DON'T WANT ANY PART OF --

WHAT'S THIS? A CHANGE OF HEART FROM THE COLDEST, MOST MERCENARY PLAYER TO COME OUT OF MY STABLES?

PLEASE DON'T TELL ME IT'S BECAUSE OF **HIM**... BECAUSE OF THE KISS? **THAT** WAS NOT PART OF OUR **DEAL**, MUSE!

DEAL?

YOU WERE IN ON THIS ALL ALONG?

YOU *LIED*... BETRAYED ME!

YOU WERE NEVER EVEN REALLY *INJURED!*

I'LL KILL YOU.

NO, KAINE... YOU WON'T. JUST CALM DOWN AND--

FWAK

SHUT UP!

IT'S HAPPENING JUST AS I SAW IT BACK ON THE ROOF.

I TRUSTED YOU... BELIEVED IN YOU...AND NOW YOU'RE MAKING ME DO *THIS*.

KAINE, YOU'VE GOT TO LISTEN TO ME, I --

NO! NO MORE LIES.

KAINE... YOU DON'T HAVE TO DO THIS. YOU DON'T HAVE TO KILL HER.

I DO.

I LET HER INTO WHAT PASSES FOR MY LIFE AND SHE BETRAYED ME...

...JUST LIKE KENNEDY.

DOUBLE MY BET IF HE SUCCEEDS.

I'LL TAKE THAT, BUT ONLY IF HE SCARS HER AS WELL.

I SHOULD HAVE KNOWN.

FROM THE MOMENT I HAD THE PRE-MONITION...

...I NEVER REALLY HAD A CHOICE.

THE GLIMPSES INTO THE FUTURE THAT TEAR THROUGH MY HEAD ALWAYS HAPPEN. ***THIS*** HAD TO HAPPEN.

NO...IT... ***DOESN'T!***

YOU HAVE THE POWER TO CHANGE IT.

YOU CAN MAKE A *CHOICE*... RIGHT HERE... RIGHT NOW!

YOU CAN LET HER *LIVE!*

I CAN'T HOLD YOU BACK, KAINE...

...IT'S UP TO YOU.

AND IF THERE'S ANY PART OF *ME* LEFT INSIDE OF YOU...

...YOU'LL DO THE RIGHT THING.

YOU'RE RIGHT.

I'VE SAID I WON'T BE USED BY ANY*ONE* ANY*MORE!*

AND I MEANT IT.

THAT INCLUDES MY PREMONITIONS...

...AND IT DEFINITELY INCLUDES *YOU,* JOHNSMEYER!

THIS GAME IS OVER. BUT...

...*KNOW,* THAT FROM THIS DAY FORWARD I'M BRINGING THE GAME TO ALL OF YOU.

I'M GOING TO HUNT YOU DOWN, MAKE YOUR LIVES AS MISERABLE AS MY OWN...

...AND YOU CAN BET ON *THAT!*

KAINE...

...I CAN'T LET YOU WALK AWAY.

I KNOW.

AND, OF COURSE, YOU KNOW...

...I'M NOT GOING TO LET YOU TAKE ME DOWN!

FWONK

Got to use my speed.

Try to stay out of the way of his fists.

Supposedly he was a direct genetic duplicate of mine at one time.

But something happened when the degeneration kicked in.

Made him bigger.

Stronger.

Meaner.

He turned into a killer.

What does that say about me?

I don't want to know, but...

...I can't let him keep doing what he does.

I WON'T!

That's it! Fall!

Fa --

FRZZATT

THAT'S WHAT JOHNSMEYER WANTED ME TO USE ON YOU, KAINE.

I COULD'VE USED IT WHEN YOU WERE TRYING TO KILL ME, BUT I DIDN'T.

AND...

...I COULD'VE DONE MORE THAN WHAT I JUST DID TO SPIDER-MAN.

FOR INSTANCE...

FWOOO

I DON'T HAVE COMPLETE CONTROL OVER THIS CONCUSSIVE ELEMENT OF MY POWERS.

I PREFER NOT TO DIRECT THEM AT PEOPLE UNLESS ABSOLUTELY NECESSARY.

CRASH

ANYWAY...

...I'M SORRY, KAINE.

I NEVER WANTED ANY OF THIS TO HAPPEN.

AND I CERTAINLY DIDN'T WANT TO FALL IN LOVE WITH YE...

...BUT I DID.

HOPEFULLY, WHAT I'M ABOUT TO DO WILL CONVINCE YE OF THAT.

AND THEN MAYBE WE CAN GET TOGETHER AGAIN SOMETIME.

GOOD-BYE.

SPIDER-MAN, I SURE HOPE YOU'RE AS GOOD AND FAST AS I THINK YOU ARE...

...OTHERWISE I'M GOING TO BE MAKING AN AWFUL MESS DOWN THERE.

Why does this always happen to me?

Pushing me to the limit?

Testing my reflexes?

Why can't it ever just end easy?

NO.

THWIP

YE ARE AS FAST AS I HOPED.

I HAVE TO BE THANKING YE THEN.

BOTH FOR ME...

...AND FOR KAINE.

HE'S GONE.

THE NEXT DAY...

Mr. JAMESON, YOUR 11 O'CLOCK IS HERE.

SEND HIM IN.

GOOD TO SEE YOU AGAIN, KID.

HOPE YOU'RE READY TO HAVE YOUR BYLINE UNDER SPIDER-MAN SHOTS AGAIN...

...Mr. PETER PARKER!

I'M READY, JONAH!

I'M JUST GLAD THE BUGLE IS FOOTING THE BILL.

NOW IF YOU COULD PUT OUT THE CIGAR... MARY JANE AND I WOULD RATHER THE BABY NOT BE SUBJECTED TO THE SMOKE.

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MARVEL SPIDER-MAN GROUP

THE SPECTACULAR SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

DOCTOR OCTOPUS™--

--ARMED AND DANGEROUS!

CYBER-SPACE.

THE NET.

A MAN-MADE "INNER SPACE" OF DATA AND INFORMATION --

-- OF ELECTRONIC BLIPS AND IMPULSES CASCADING THROUGH A DIGITIZED LANDSCAPE.

RECENTLY, THIS REALM FELL VICTIM TO A VIRUS*.

DISPELLED --

-- DISINTEGRATED --

-- NOW THIS REALITY STRUGGLES TO RE-BUILD ITSELF --

* SEE THE SPECTACULAR SCARLET SPIDER #2 FOR THE VIRUS LOW-DOWN. – E Bola Eric

-- STRIVING TO FIND FORM --

-- COHESION --

AT LAST!

AFTER WHAT SEEMED AN ETERNITY WITH MY CONSCIOUSNESS SCATTERED ACROSS CYBERSPACE...

...I'VE FINALLY MANAGED TO PULL MYSELF TOGETHER!

I'VE BEEN IRRESPONSIBLE -- JAUNTING ABOUT -- PLAYING AT "SEWARD TRAINER: SUPER-BYTE!"

NOW, MORE THAN ANYTHING, I WANT TO GET BACK TO MY BODY -- BACK IN MY BODY --

-- WHICH SHOULD PROVE RELATIVELY SIMPLE. MY CONSCIOUSNESS CAN RIDE THE ELECTRONIC IMPULSES RIGHT INTO MY BRAIN --

-- PROVIDED THE HOSPITAL IS STILL MONITORING MY VITAL SIGNS!

HOWEVER --

ASIDE FROM THE LACK OF ANY HIGHER BRAIN FUNCTION, ALL OF Dr. TRAINER'S VITAL SIGNS ARE HEALTHY AND STRONG.

HIS DAUGHTER REQUESTED THAT ALL THE MONITORS BE DISCONNECTED IN PREPARATION FOR HIS TRANSFER LATER THIS AFTERNOON.

WELL, THIS IS THE LAST ONE, DOCTOR --

-- HE'S ON HIS OWN.

MEANWHILE, FOR OUR HERO, THE LACKADAISICAL LUXURY OF AN AFTERNOON OFF IS ABOUT TO BE INTERRUPTED BY --

NOK NOK

His given name is **Peter Parker**. While in high school he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself **Ben Reilly**, and, as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility!

Stan Lee presents:

THE SPECTACULAR SPIDER-MAN!

OMIGOD!

MARY JANE AND PETER!

I... I...

A SHOW OF FORCE

or CLONES, BONES and DOC OCK!

A tale of fights and farcical fun by

TODD DEZAGO Words

SAL BUSCEMA Pictures

JIMMY PALMIOTTI Finishes

RICHARD STARKINGS AND COMICRAFT Lettering

CHI Colors MALIBU Color Secs

ERIC FEIN Edits

BOB BUDIANSKY More edits

BOB HARRAS Chief edits

Oh, IT'S SO *GOOD* TO *SEE YOU!* WE'VE *MISSED* YOU!

I'VE MISSED YOU GUYS, TOO!

YOU'RE LOOKING GOOD, MAN.

YOU TOO, "*BRO.*"

NOT THAT I'M NOT *HAPPY* TO SEE YOU, BUT --

-- WHAT ARE YOU *DOING* HERE?

SO, WE'RE HERE ON THE *BUGLE'S TAB! ALL EXPENSES PAID!* AND SUDDENLY JONAH'S *VERY GENEROUS!* SO WE FIGURED, *WHY NOT?!* --

IT'S FUNNY, REALLY...

EVER SINCE THIS *SKELETON STORY* SURFACED*, *JAMESON'S* BEEN *OUT OF HIS MIND!*

HE'S *RABID* FOR IT! HE CALLED US IN *PORTLAND* --

-- BESIDES... I'M PRETTY *CURIOUS* ABOUT THIS SPIDER-SKELETON *MYSELF*...

...*NICE HAIR,* BY THE WAY!

-- HE SAID, "PARKER -- IF THERE'S *ANYONE* WHO CAN GET ME SOME *INCRIMINATING SHOTS* OF THAT *SKELETON* AND THAT *BLASTED SPIDER,* IT'S *YOU!*"

* SEE *SPIDER-MAN #66* AND SUBSEQUENT ISSUES OF THE SPIDER-BOOKS. -- EXTRAPOLATING ERIC

HEY --

-- I *DIDN'T* WANT TO BE MISTAKEN FOR *YOU!*

WELL, IF YOU WANT A *FEMALE OPINION*, I THINK IT LOOKS *GREAT* --

-- AND *DESPITE* THE FACT THAT YOU OBVIOUSLY SHARE PETER'S *SENSE* FOR *DECORATING* -- YOU'VE DONE A REALLY NICE JOB ON THE *APARTMENT!*

ALTHOUGH, YOU COULD HAVE FOUND A PLACE WITH A *BETTER VIEW..!*

AN *AIRSHAFT..?*

COOL.

YEAH -- THAT'S JUST AN *AIRSHAFT* -- FOR *VENTILATION* --

-- IT GOES UP TO THE *ROOF!*

SO, HOW ARE YOU DOING, MJ?

WELL, THE DOCTOR SAYS I'M DOING ***FINE.***

I'VE HAD A COUPLE OF ***ROCKY*** DAYS, BUT NOTHING ***MAJOR...***

SO, BEN -- ASSUMING JONAH'S MAKING A ***MOUNTAIN*** OUT OF A ***MOLEMAN,*** AS ***USUAL*** --

-- WHAT DO YOU KNOW ABOUT THIS ***SKELETON?***

WELL -- NOT ***MUCH...***

...ONLY ***THIS.***

Oh, WHAT'S ***THAT?***

THE SKELETON.

WHAT!?

OMIGOD! JONAH WAS RIGHT!

YOU DID STEAL THE SKELETON!

I HAD TO!

IT WAS FOUND IN THE SAME SMOKE-STACK THAT THE JACKAL SUPPOSEDLY PULLED ME OUT OF FIVE YEARS AGO.

IT COULD BE MY ORIGINAL CLONE, OR ANOTHER OF THE JACKAL'S CLONES, OR WHATEVER...

SO I TOOK IT TO TEST IT -- TO FIND OUT WHAT IT REALLY IS --

-- AND IF YOU WERE IN MY SPIDER-SUIT, I THINK YOU WOULD HAVE DONE THE SAME THING.

HE'S RIGHT.

YOU WOULD HAVE.

OF COURSE, NOW THAT WE HAVE IT, I'M NOT SO SURE HOW TO DO THAT!

WE CAN'T GO BACK TO SEWARD TRAINER, WHO ORIGINALLY HELPED US RUN THE TESTS ON OURSELVES THAT DETERMINED YOU WERE A CLONE OF ME.*

HE'S STILL IN A COMA.

Y'KNOW, THIS RAISES SOME OTHER QUESTIONS; LIKE, IF THIS DOES TURN OUT TO BE THE ORIGINAL CLONE...

...WHAT DOES THAT MAKE M --

AS SEEN IN THE CLASSIC SPECTACULAR SPIDER-MAN #226 --ERIC

BINGBONG BINGBONG

BEN?

HUH?!

OMIGOSH!

I GOT SO *SKETCHED* WHEN YOU GUYS SHOWED UP, I FORGOT ALL ABOUT MY DATE WITH *JESSICA!*

SLAP

QUICK! WE GOTTA GET THIS *OUTTA HERE!*

ER... Uhm... *YEAH, JESS -- I'LL...* Um... *...I'LL BE RIGHT THERE!*

I'LL PUT THIS BACK IN THE *CL-*

-DOH!-

PETE, JESSICA CAN'T *SEE* YOU -- WE LOOK *EXACTLY ALIKE! SHE'LL TIP TO THE WHOLE THING!* --

BEN, STOP PULLING! WE GOTTA *ZIP IT FIRST!*

RATTLE RATTLE

PETER, DON'T --

CLIMB OUT THE *WINDOW* AND HIDE IN THE *AIRSHAFT!*

BEN, I CAN'T!

WHADDAYA MEAN YOU CAN'T -- YOU HAVE TO!

I LOST MY POWERS!*

YOU WHAT?!?

SEE SPIDER-MAN: THE FINAL ADVENTURE, ON SALE NOW! -- ERIC

HE'S YOUR COUSIN FROM PORTLAND... YOUR FATHERS WERE TWINS. LIKE ON "THE PATTY DUKE SHOW".

NOW OPEN THE DOOR.

BEN? IS EVERYTHING OKAY IN THERE?

ER... SURE, JESS -- EVERYTHING IS FINE.

...HI.

HI YOURSELF.

mmm.

Oh... Um...

Um, JESS -- THIS IS MY... Uh --

COUSIN.

-- COUSIN, PETER, AND HIS WIFE, MARY JANE. THEY'RE VISITING FROM...

PORTLAND.

MY GOD! THE RESEMBLANCE IS AMAZING! YOU GUYS ARE PRACTICALLY IDENTICAL!

PSST.

Huh?

WELL, OUR FATHERS WERE... Um... TWINS, AND... Uh...

... DID YOU EVER SEE "THE PATTY DUKE SHOW"?

Oh, THAT'S GREAT! --

-- JUST GREAT.

WHAT DO I DO NOW? I CAN'T LET JESS SEE THE--

BEN -- HOW COME YOU NEVER TOLD ME THAT YOU HAD AN IDENTICAL COUSIN?

I DUNNO. I GUESS IT'S NOT THE SORTA THING THAT COMES UP IN PASSING CONVERSATION...

... Y'KNOW, LIKE, "HI, MY NAME IS BEN AND MY COUSIN PETER LOOKS JUST LIKE ME AND --"

PUNT

SKITTR

WHAT WAS THAT?

WHAT WAS WHAT?

I THOUGHT I JUST SAW SOMETHING GO UNDER THE --

SO -- JESS... BEN TELLS US YOU'RE A... Uh...

PHOTOGRAPHER!

... PHOTOGRAPHER! I USED TO DO A LITTLE PHOTOGRAPHY MYSELF! WHAT KIND OF CAMERA DO YOU --

C'MON, HURRY UP! GET-IT-GET-IT GET-IT-GET-IT!

I'M *TRYING!* IT'S *WAY* BACK THERE! Unh -- I *ALMOST* --

THIS WHOLE THING IS *INSANE!* I MEAN, *WHAT ELSE* CAN GO WR --

BEN!

SEWARD..?!

THANK GOD I WAS FINALLY ABLE TO **LOCATE** YOU, LAD--

-- I'M IN **DIRE STRAITS,** AND I NEED YOUR **HELP!** IT'S TAKEN ME ALL THIS TIME TO **RECOVER** FROM "OUR" VIRUS --

-- BUT WHEN I ATTEMPTED TO **RETURN** TO MY **BODY** -- TO **RE-ENTER** IT USING THE **HOSPITAL MONITORS** AS AN **ELECTRICAL CONDUIT** --

-- I FOUND THAT I **COULDN'T!** **I'D BEEN DISCONNECTED!**

AND IT NOW APPEARS THAT, EVEN AS WE SPEAK, MY DAUGHTER, **CAROLYN** IS TRYING TO **PROCURE MY BODY FROM THE HOSPITAL!**

AND I KNOW SHE'S NOT DOING IT TO NURSE ME BACK TO **HEALTH!**

CAROLYN IS *ALIVE?!*

WHAT ARE YOU GUYS *WATCHING?*

Oh, IT'S... Uh...

--THE WEATHER CHANNEL!

YES, ER...UH, **FIVE-DAY FORECAST** CALLS FOR UM.. HOT, HAZY, AND HUMID...AND, UM...

HEY, WAIT A MINUTE! THAT'S --

PETER!

-- AREN'T YOU FORGETTING YOUR *UNCLE* IN THE *HOSPITAL?*

THAT'S WHY WE'RE IN TOWN. TO VISIT PETER AND BEN'S *UNCLE*... WHO'S IN THE *HOSPITAL.*

Oh.

YEAH, JESS, I'M SORRY, BUT I REALLY *SHOULD* GO WITH THEM --

-- TROPICAL STORM CAROLYN CONTINUES TO HEAD OUR W-OOPS --

CLK

I DIDN'T EVEN KNOW HE WAS *IN* THE HOSPITAL TILL JUST *NOW.*

I'D ASK YOU TO *COME ALONG*, BUT YOU KNOW HOW THE HOSPITALS ONLY LET *FAMILY* VISIT...

...AND IT WOULD PROBABLY BE PRETTY *BORING* FOR YOU ANYWAY, WE CAN CATCH THE NEW JAMES BOND MOVIE *TONIGHT* INSTEAD, IF IT'S OKAY WITH YOU...

NO PROB, BEN --

-- SWING BY MY PLACE WHEN YOU GET DONE.

SMEK!

IT WAS NICE MEETING YOU TWO... BYE.

WHEW! THAT WAS TOO TRIPPY!

LISTEN, WE'LL HAVE TO GET TOGETHER LATER TO FIGURE OUT WHAT TO DO WITH THAT SKELETON! RIGHT NOW --

-- I'VE GOTTA GET DOWN TO THE HOSPITAL --

-- AND STOP DOC OCK FROM MAKING OFF WITH SEWARD'S BODY!

HEY, BEN -- DO YOU WANT ME TO COME AND HELP..? I COULD --

SORRY, MAN --

-- MAYBE WHEN YOU START STICKING TO WALLS AGAIN..!

I'LL CATCH YOU LATER.

SHORTLY...

-- CERTAIN YOU'LL FIND EVERYTHING IN ***ORDER,*** Dr. DAVIS --

-- ALL THE ***LEGAL*** PAPERWORK, AS WELL AS THE ***PHYSICIAN'S RELEASE FORM*** THE HOSPITAL REQUIRES MY FATHER'S ***NEW*** DOCTOR TO SIGN.

'SCUSE ME, DOC -- DON'T MEAN TO BE "GRABBY" --

THWAP

THWAP

I'M SURE YOU CAN ***APPRECIATE*** THE HOSPITAL'S ***POSITION,*** MISS TRAINER --

--IF WE'RE TO TURN Dr. TRAINER'S ***CARE*** OVER TO ***YOU,*** WE CAN NO LONGER BE ***RESPONSIBLE*** FOR --

SPIDER-MAN !?!

-- BUT I HAVE SOME ***"DOUBTS"*** AS TO THE..."*AUTHENTICITY*" OF THESE ***DOCUMENTS.***

I'D HAVE THIS ONE CHECKED OUT. I DON'T THINK THIS *Dr.* ***BOMBAY*** IS EVEN A REAL GUY.

I'D BE MORE APT TO QUESTION *YOUR* AUTHENTICITY, SPIDER -- CONSIDERING THE *HEADLINES* IN THE RECENT PAPERS!

Y'KNOW, DOC --

-- I'M SURE THERE MUST BE *SOMETHING* IN THE HOSPITAL RULEBOOKS THAT *PREVENTS* THEM FROM TURNING A *PATIENT* OVER TO A *KNOWN FELON* --

-- LIKE *DOCTOR OCTOPUS!*

SSK RIIIP

ENOUGH! ENOUGH OF YOUR *MEDDLING!*

HAVE YOU ANY *IDEA* HOW LONG IT TOOK ME TO *RECOVER* FROM THE *LAST TIME YOU INTERFERED?!*

DCK SUFFERED NEARLY FATAL ELECTROCUTION IN *SPECTACULAR SPIDER-MAN* #2 – ElectroEric.

THAT'S ALL I NEEDED!

I WAS WAITING FOR YOU TO *POP YOUR CLAWS* --

HURK

-- AND NOW, YOU'RE GONNA FIND OUT HOW WE DO THINGS DOWNTOWN!

SPLASH

HAVE TO *KEEP UP* THE PACE! KEEP HER *MOVING!*

CHAK CHAK

THWIP

CAN'T LET OCK HAVE THE *CHANCE* TO USE ANY OF THE *GADGETS* IN HER *TENTACLES*...

YOU *MISSED ME,* *INSECT!*

...LIKE THE *LASERS!*

THWIP

ZIMM

ACTUALLY, OCKY --

-- I *DIDN'T!*

HUK!

SPANGG

INSIDE --

...I SAID, *STOP!*

Dr. TRAINER IS NOT TO BE *DISCHARGED* UNTIL I'VE HAD A CHANCE TO *VERIFY* THOSE *DOCUMENTS!*

DON' HOLDJER BREATH..!

WHOA! SPIDER-SENSE SAYING --

WHAM

-- GET OUTTA DODGE!

HAVE TO KEEP AVOIDING HER BLOWS --

KRUNCH

-- AND LET MY MOVEMENTS CARRY ME CLOSER AND CLOSER, UNTIL I CAN DO --

WAKT

HAVE YOU FORGOTTEN ABOUT MY FORCE-FIELD?

UNGH!... ACTUALLY, NO... I WAS HOPING YOU HAD FORGOTTEN ABOUT YOUR FORCE-FIELD...

WUNK

I'M SICK OF YOU INTERFERING IN MY AFFAIRS, SPIDER! I'M SICK OF --

SLAM

TALK TO THE WALL, DOC --

-- THE SPIDER AIN'T LISTENIN'!

NURSE! CALL SECURITY... AND THE POLICE!

ALERT THEM THAT ONE OF OUR PATIENTS IS BEING ABDUCTED!

IF I CAN BIND UP DOC'S ARMS BEFORE SHE COMES AROU-

THWAP

THWIP

SPWAK

I'LL HAVE YOU OUT OF MY LIFE --

-- EVEN IF YOU HAVE TO GO IN A BODY BAG!

THWUNK

THUNCH

THAT'S IT!

I'VE HAD IT!

YOU'RE SICK OF *ME?!* YOU'RE TIRED OF *MY* INTERFERENCE?!? YOU *ARROGANT WITCH!!*

YOU *TERRORIZE* YOUR FATHER! YOU *ATTACK* ME! YOU *THREATEN ALL OF REALITY!* ALL FOR YOUR OWN *SELFISH, INSIDIOUS LITTLE AMBITIONS!*

YOU'RE SICK OF ME..?! WELL, I'M SICK OF YOU! I'M SICK OF YOU INTERFERING IN MY LIFE! OF YOU THREATENING MY FRIENDS --

SNAP

SNAP

AND YOU KNOW WHAT...? *I'M NOT GONNA TAKE IT --*

TUG

-- *ANYMORE!*

WHAM

...AND I *MEAN IT.*

LATER...

WELL, THAT'S *THAT.*

OCK WON'T *BOTHER YOU* IF SHE'S *DOING TIME IN JAIL* --

-- AND CAROLYN *WON'T* BE ABLE TO *SPEAK FOR YOU* IF YOU'RE ABLE TO *SPEAK FOR YOURSELF!*

THANK YOU, BEN -- FOR EVERYTHING!

PROTECTING ME FROM CAROLYN, ATTACHING THE *MONITORS* ONCE AGAIN, ALLOWING ME TO *GET BACK* INTO MY *BODY*...

"...AND, OF COURSE, FOR GETTING MY BODY BACK..!"

A *MINOR INCONVENIENCE.* BELIEVE ME, SEWARD. I'M GLAD YOU'RE *BACK!* YOU HAD ME *SWEATIN' IT* THERE FOR A WHILE...

I'M GLAD I WAS MISSED.

I'LL BE BACK TO SEE YOU LATER, WEARING SOMETHING A LITTLE LESS... *CONSPICUOUS.*

LISTEN, I CAN'T STAY WITH ALL THESE *COPS HANGING AROUND* -- THE HOSPITAL'S *THICK* WITH THEM! I'M A *WANTED CRIMINAL* AGAIN, Y'KNOW?

TAKE IT *EASY.* I'LL SEE YA LATER!

AND LATER --

-- AS A "CLEANED UP" BEN REILLY ARRIVES AT JESSICA'S APARTMENT...

BZZT

IT'S ME.

BUGLE

COME ON UP, IT'S OPEN!

WELL, Mr. REILLY, THIS DAY LOOKS LIKE IT MIGHT TURN OUT OKAY AFTER ALL!

AFTER THE ***NEAR-FIASCO*** IN MY APARTMENT THIS AFTERNOON, AND MY ***BATTLE*** WITH ***DOC OCK*** AT THE HOSPITAL --

-- I'M ACTUALLY GOING TO BE ABLE TO END IT WITH A ***DATE WITH A BEAUTIFUL GIRL!***

I'M ***HERE!*** I BROUGHT THE ***PAPER*** SO WE COULD CHECK THE ***MOVIE TIMES!***

I'LL BE DONE IN A MINUTE! WAIT FOR THE LIGHT!

OKAY... YOU CAN ***COME IN*** NOW!

HEY -- HOW YA...

...DOIN'?

HIYA, BEN --

-- I'LL BE WITH YOU IN A ***SECOND*** -- I JUST WANT TO HANG THIS ***LAST ONE UP***...

*THERE IS A DIM **HUM** IN THE BACK OF HIS HEAD --*

*-- AN UNCOMFORTABLE FEELING THAT HE **CAN'T** WRAP HIS THOUGHTS AROUND --*

*THE SLIGHTEST TWINGE OF SOMETHING THAT **MIGHT HAVE BEEN** HIS SPIDER-SENSE --*

-- BUT IT WAS THERE --

-- AND THEN GONE --

-- AND HE DOESN'T KNOW WHY...

APR • 3

MARVEL SPIDER-MAN GROUP

THE SENSATIONAL SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

WEB OF CARNAGE® PART 1 OF 4

THE SECRET OF THE SKELETON

His given name is **Peter Parker.** While in high school, he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself **Ben Reilly,** and as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility! STAN LEE PRESENTS:

THE SENSATIONAL SPIDER-MAN

I'd always heard that expression about looking like a deer frozen in the headlights.

Never figured I'd play the starring role of the deer --

-- Until NOW.

DAILY BUGLE

SPIDER-MAN STEALS SKELETON FROM MORGUE!

DID HE MURDER THE REAL SPIDER-MAN?

FREEZE, SPIDEY! IF THAT'S WHO YOU REALLY ARE!

COME ON DOWN HERE NICE AND SLOW! WE GOT SOME QUESTIONS TO ASK YOU ABOUT A MISSING SKELETON!

Just what I need. I come here to RAVENCROFT to scope out the possibility that CARNAGE might have excaped --

-- And end up tangling with New York's finest!

Chalk up another score for J. Jonah Jameson in his crusade to turn the public against me!

HEADLINES

Gotta move! I can't let these cops catch me now! Not with this bag!

IT'S REALLY NICE OF YOU GUYS TO OFFER ME A WARM COZY CELL ON A COLD NIGHT LIKE THIS --

-- BUT WE'LL HAVE TO DANCE THIS DANCE SOME OTHER TIME, OKAY?

THWIP

THWIP

WEB OF CARNAGE PART 1 OF 4

brought to you by

DAN JURGENS
WRITER & PENCIL ARTIST

KLAUS JANSON
FINISHING INKER

GREGORY WRIGHT
COLORIST

MALIBU'S HUES
SEPARATIONS

RICHARD STARKINGS AND COMICRAFT
LETTERING

BOB BUDIANSKY
EDITOR

BOB HARRAS
ED. IN CHIEF

THWAP

HEY --!

THWAP

GET BACK IN HERE, SPIDER-MAN! ALL THIS UNAUTHORIZED ACTIVITY IS BOUND TO SET OFF THE BUILDING'S AUTOMATIC DEFENSE SYSTEMS!

CAN'T YOU JUST SHUT IF OFF, JAMESON?

NO! IT'S COMPUTER-AUTOMATED!

JOHN JAMESON is security chief of Ravencroft, and unlike his old man --

-- A good guy. If he says he can't shut down the system --

SPEOWWW

--I BETTER HAUL OUTTA HERE!

BZZZZTTTT

GET THAT WEAPON CLEANED OUT, ROOKIE! THAT IMPOSTOR MUST BE TRYING TO FREE SOME OF THE INMATES!

IS IT TRUE THAT SOME OF THE WORLD'S MOST DANGEROUS PSYCHOS ARE LOCKED UP HERE?

YEAH! IF ANY *ONE* OF 'EM GETS OUT, THE WHOLE CITY IS IN TROUBLE!

WHOA! CAN'T LET THIS BAG GET BURNED OPEN --

ZZZAKKT

--OR THERE WILL BE SPIDER BONES SCATTERED ALL OVER THE *CITY!*

ZZZAKKT

That car!

SCREECH

JUMP IN! QUICK!

PETER PARKER!

SINCE WHEN DID YOU JOIN THE RESCUE RANGERS?

SINCE SPIDER-MAN NEEDED THEM! GET IN!

HE'S GETTING AWAY!

YEAH, AND IT'S TOO DARK TO SEE THE LICENSE NUMBER!

ARE YOU IMPLYING YOU DID A BETTER JOB OF WEARING THIS COSTUME THAN I DID?

Uh- Uh. MY SPIDER-MAN DAYS ARE WAYYY BEHIND ME NOW, BEN.

HECK, YOU ***KNOW*** I LOST MY POWERS!

SEE SPIDER-MAN: THE FINAL ADVENTURE #4 -Bob

SORRY. I GUESS I'M KIND OF THIN-SKINNED TONIGHT! I'VE HAD A BAD DAY, YOU KNOW?

-- REALLY --

-- ***REALLY*** --

-- ***BAD!***

HOW'D YOU KNOW TO FIND ME AT RAVENCROFT?

EASY! I WAS PRACTICALLY RAISED AT THE DAILY BUGLE, WHERE EVERY REPORTER --

--LEARNS TO MONITOR AN ORDINARY *POLICE SCANNER!*

SO, ASIDE FROM WRESTLING THE COPS, WHAT ARE YOUR OTHER PROBLEMS?

THERE'S THIS WOMAN I'VE BEEN KIND OF DATING. *JESSICA.*

I LIKE HER... A LOT. BUT SOMETHING ABOUT HER JUST SEEMS *WRONG.*

TODAY SHE DID SOMETHING THAT *REALLY* SPOOKED ME OUT!

LIKE WHAT?

THIS IS JESSICA ON HER SEVENTH BIRTHDAY.

SOMETHING ABOUT THAT MAN IN THE BACKGROUND... HER FATHER --

OBSESSION MIGHT BE TOO STRONG A WORD --

-- BUT JESSICA DEFINITELY SEEMS TO HATE SPIDER-MAN! *ME!*

-- AND HER OBSESSION WITH SPIDER-MAN SEEM CONNECTED!

I WAS AT HER PLACE A COUPLE OF HOURS AGO AND ONE ROOM WAS *FILLED* --

"-- WITH PHOTOS OF SPIDER-MAN! IT WAS LIKE A FLOOR TO CEILING DOCUMENTARY PIECE!"

WHOA.

JESS, WHAT'S WITH THE SPIDEY WALL-PAPER? KIND OF... ***EXTREME,*** DON'T YOU THINK?

BUT...IT'S MY WORK. YOU KNOW I WANT TO MAKE IT AS A NEWS PHOTOGRAPHER!

"I HAD TO BE REAL CAREFUL, PETER. I COULDN'T ACT *TOO* FREAKED OUT BY THE PICS -- NOT ANY MORE THAN ANY NORMAL GUY!"

MAYBE SO, JESS. BUT TO ME --

-- IT ALMOST SEEMS LIKE YOU HAVE SOME KIND OF... ***THING*** FOR SPIDER-MAN!

NO. IT'S JUST THAT.. SEE, I HANG PICTURES OF MY WORK TO STUDY THEM!

I'M TRYING TO LEARN WHAT WORKS AND WHAT DOESN'T!

ARE YOU SURE THAT'S ALL IT IS, JESS?

I KNOW SOME PHOTOGRAPHERS --

-- AND THEY DON'T DO STUFF LIKE THIS!

OF *COURSE*, I'M SURE! STOP LOOKING AT ME LIKE YOU DON'T BELIEVE ME!

ALL MY *LIFE* PEOPLE HAVE LOOKED AT ME THAT WAY!

NO ONE HAS *EVER* TRUSTED ME!

NO OFFENSE! I KNOW YOU HAD IT ROUGH GROWING UP.

RIGHT! I WAS KICKED FROM ONE FOSTER HOME TO ANOTHER BECAUSE MY MOM SPLIT AND MY DAD WAS IN PRISON!

BUT I PERSEVERED. LEARNED TO LIVE WITH IT. FOR A SHORT TIME WHEN MY DAD WAS OUT OF JAIL --

-- HE EVEN TOOK CARE OF ME!

DEEP DOWN, HE WAS A GOOD MAN. HE WAS IN JAIL FOR A MURDER HE DIDN'T EVEN COMMIT!

AN OLD MAN MISTOOK HIM FOR A BURGLAR AND PULLED A GUN ON HIM. THEY STRUGGLED, THE GUN WENT OFF --

-- AND THE OLD MAN *DIED*.

MY FATHER WAS POOR, BEN. CONVICTED IN A HEART-BEAT!

SOUNDS ROUGH. BUT YOU'RE SURE HE WASN'T ROBBING... *WHOOPS!*

MY FATHER DIDN'T DESERVE *THAT* AND HE DIDN'T DESERVE TO BE MURDERED YEARS LATER!

BEN, THAT HEADLINE!

DAILY BUGLE
THE PICTURE NEWSPAPER
SPIDER-MAN
STEALS SKE
FROM M
DID
THE
SP

BUGLE
STEALS SKELE
FROM MORGUE!
DID HE MURDER THE REAL SPIDER-MAN?

SPIDER-MAN.

SPIDER MAN IS A MURDERER!

DON'T GO JUMPING TO CONCLUSIONS, JESSICA!

JAMESON HAS BEEN TRYING TO HANG SPIDER-MAN FOR YEARS!

FOR GOOD REASON!

THE WORLD DESERVES TO KNOW HOW EVIL SPIDER-MAN TRULY IS!

JESSICA, THERE ARE THOSE WHO THINK SPIDEY IS A PRETTY DECENT GUY.

HECK, HE WAS EVEN IN THE AVENGERS FOR A WHILE!

NO! I KNOW DIFFERENT!

IF MY FATHER WERE ALIVE HE COULD TELL YOU! HE COULD *PROVE* IT!

JESS...WHAT ABOUT YOUR FATHER?

DID HE CROSS PATHS WITH SPIDER-MAN?

WHAT *HAPPENED?*

Oh, FUDGE. I...I'VE SAID TOO MUCH ALREADY.

I DON'T LIKE TALKING ABOUT MY FATHER.

JESS, I'M NOT TRYING TO PRY --

-- I'M ONLY TRYING TO UNDERSTAND.

I WANT TO *HELP.*

OKAY.

I KNOW FOR A FACT THAT SPIDER-MAN IS BAD NEWS BECAUSE OF THE WAY MY DADDY DIED!

HE DIDN'T DIE IN JAIL, BEN. HE WAS RELEASED AND *KILLED* BY --

BRRING

HELLO? Oh, IT'S FOR *YOU.*

FOR *ME?* WHO THE --?

WHAT'S UP?

BEN, THIS IS PETER! WE'VE GOT TO TALK! ONE WAY OR ANOTHER, WE HAVE TO FIND THE ANSWERS TO THAT MYSTERIOUS SKELETON!

AGREED. ANY IDEAS?

WE NEED SOME CONCLUSIVE TESTING DONE BY A NEUTRAL, COMPETENT SCIENTIST!

I SUGGEST WE MEET AT HIGH-POCKETS' PLACE IN A COUPLE OF HOURS!

OKAY, IT'S ALL SET, MARY JANE. I'LL GET TO THE BOTTOM OF THIS YET --

-- BECAUSE BEN AND I ARE GOING TO THE *AVENGERS!*

WHAT CAN THEY TELL YOU THAT YOU DON'T KNOW ALREADY?

LOOK, MJ, IT WAS BEN'S PAL, ***SEWARD TRAINER,*** WHO RAN GENETIC TESTS ON US THE FIRST TIME!

THIS TIME I WANT ***CONCLUSIVE*** TESTS DONE BY THE BEST! AND GIANT-MAN IS TOP DRAWER ALL THE WAY!

I HAVE TO KNOW WHO -- OR ***WHAT*** -- THAT SKELETON THAT WAS FOUND IN THE BOTTOM OF THE SMOKESTACK IS!

I UNDERSTAND. I JUST FEEL UNCOMFORTABLE WITH THE IDEA THAT YOU'RE GETTING INVOLVED IN ALL THIS WHEN YOU DON'T HAVE YOUR ***POWERS*** ANYMORE!

ARE YOU SAYING THAT I WAS ONLY GOOD FOR STICKING ON WALLS AND SHOOTING WEBS?

C'MERE, AND I'LL SHOW YOU WHAT ELSE YOU'RE GOOD FOR.

I'LL TAKE A RAIN CHECK ON THAT, LADY. I'VE GOTTA GO RUN SOME TESTS ON A BAG OF BONES!

I'M BEING TOSSED ASIDE FOR A CORPSE? YOU REALLY KNOW HOW TO MAKE A WIFE FEEL SPECIAL, TIGER!

I'LL BE BACK IN A COUPLE, MJ. WHY NOT VISIT YOUR AUNT OR SOMETHING?

"YOUR PHONE CALL TOTALLY RUINED THE MOMENT, PETER. AFTER I HUNG UP, JESSICA WAS IN NO MOOD TO TALK ABOUT HER FATHER.

"SO I TOOK OFF TO MEET YOU AFTER A QUICK DETOUR TO DROP OFF MY TIME CARD!"

HI, SHIRLEY! LOOKS LIKE A BUSY NIGHT!

SURE IS, BEN. I KNOW IT'S YOUR NIGHT OFF, BUT WE SURE COULD USE A HAND AROUND HERE! ANY CHANCE YOU COULD PITCH IN?

I WISH I COULD, BUT I HAVE PLANS THIS EVENING.

"I FELT LIKE A REAL BUM NOT BEING THERE TO HELP OUT. SHIRLEY WAS THE BEST BOSS I COULD EVER HOPE FOR --

"-- AND HERE I WAS LETTING HER, DOWN!"

YO, BENJY. YOUR LADY FRIEND JESSICA LEFT HER BACKPACK HERE THIS AFTERNOON!

IF YOU'RE GOING TO SEE HER TONIGHT YOU CAN GIVE IT TO HER!

NO PLANS TONIGHT, BUT I'LL LOCK IT IN MY LOCKER UNTIL I DO SEE HER!

"ALL OF A SUDDEN, PETER, IT SEEMED LIKE THE OLD DAYS! MY LIFE AS SPIDER-MAN WAS COLLIDING HEADFIRST WITH MY REAL LIFE!

"I COULDN'T HELP SHIRLEY BECAUSE SPIDER-MAN HAD TO SOLVE THE MYSTERY OF THE SKELETON IN THE SPIDER SUIT!

"AND JESSICA, A WOMAN I WAS GROWING CLOSE TO, SEEMED TO HATE SPIDER-MAN FOR SOME REASON!

"IT ALL REMINDED ME OF MY HIGH SCHOOL DAYS...

"THAT'S WHEN IT HAPPENED, PETER. I WAS LOST IN THOUGHT, PROBABLY HANDLING JESSICA'S BACKPACK CARELESSLY --

"-- WHEN THE PICTURE FELL OUT.

"I LOOKED AT IT FOR A LONG TIME. SOMETHING ABOUT IT --

-- DISTURBED ME.

"THE MAN BEHIND HER... HER FATHER. SOMETHING ABOUT THAT SILHOUETTE WAS MAKING ME FEEL...

"BUT THEN THE FEELING VANISHED. LIKE A WHISPERED WORD ON A WINDY DAY.

-- I HAD WORK TO DO. A ***MYSTERY*** TO SOLVE.

"SOMETHING ONLY SPIDER-MAN COULD DO!"

"AS I WAS SWINGING OVER NEW YORK I COULDN'T STOP THINKING ABOUT THE SKELETON!

"I MEAN, THINK OF IT! YEARS AGO THE JACKAL CLONED ME, CREATING YOU -- PETER PARKER -- IN THE PROCESS! WE FOUGHT, YOU THOUGHT I WAS DEAD --

"-- AND YOU DUMPED MY BODY DOWN A SMOKESTACK!

"BUT I WAS ***ALIVE!***

"THE JACKAL ***CLAIMED*** HE PULLED ME OUT!

"BUT THEN THOSE WORKERS FIND THIS SKELETON IN THE SMOKESTACK -- AND IT'S DRESSED LIKE SPIDER-MAN!

"HOW CAN THAT BE?!

"ALL OF THIS WAS HAUNTING ME WHEN MY SPIDEY-SENSE WENT OFF BIG TIME!

"A MUGGING VICTIM LYING ON THE GROUND. LOOKED LIKE HE'D BEEN ROUGHED UP PRETTY GOOD."

YOU OKAY, MISTER? DO YOU NEED AN AMBULANCE?

NO... NO...

RELAX. I'M ONE OF THE GOOD GUYS! IF YOU WANT PROOF, I CAN SHOW YOU MY GENUINE, 100% AUTHENTIC SUPER HERO BADGE!

NO! GET AWAY FROM ME! YOU'RE HIM! ***HIM!***

YOU'RE ACTING LIKE I'M THE ONE WHO ATTACKED YOU! WHAT GIVES?

YOU ***ARE!*** HIS FACE WAS RED -- LIKE ***YOURS!***

THE WAY HE MOVED... SO EERILY! AND HIS EYES... THEY GLOWED IN THE DARK!

IT WASN'T *ME!* YOU'RE DESCRIBING SOMEONE ELSE! IN FACT, YOUR DESCRIPTION ALMOST SOUNDS LIKE... LIKE...

...*CARNAGE!* IT MUST HAVE BEEN *CARNAGE!*

YOU LOOK LIKE YOU'RE GOING TO BE OKAY, MISTER! I'VE GOT TO CHECK THIS OUT! IF CARNAGE IS LOOSE --

-- THIS WHOLE CITY IS AT RISK!

"IT DIDN'T TAKE ME LONG TO GET TO ***RAVENCROFT INSTITUTE*** WHERE ***CLETUS KASADY,*** A.K.A. CARNAGE, IS LOCKED UP.

"I KNEW I'D FIND MY ANSWERS INSIDE, COURTESY OF --"

JOHN JAMESON! DID I TAKE YOU AWAY FROM SOMETHING IMPORTANT?

JUST RESTING, SPIDER-MAN. IT'S BEEN A LONG, HARD DAY.

WHAT BRINGS THE BEST FRIEND RAVENCROFT EVER HAD TO PAY A VISIT HERE AT THIS LATE HOUR?

YOU'RE SECURITY CHIEF HERE. I NEED TO KNOW IF CARNAGE HAS ESCAPED!

OF COURSE NOT! KASADY IS LOCKED UP SAFE AND SOUND!

ARE YOU ***SURE?***

I'LL PROVE IT TO YOU NOW! WE HAVE HIS CELL MONITORED TWENTY-FOUR HOURS A DAY!

THAT'S *HIM?* YOU'RE SURE IT'S *LIVE* AND NOT ON TAPE?

THERE'S NO DOUBT ABOUT IT, SPIDER-MAN. THAT'S YOUR FRIEND CLETUS KASADY, ALL RIGHT.

HE'S TUCKED AWAY SAFE AND SOUND IN HIS CELL AND THERE'S NO *WAY* HE COULD HAVE ESCAPED!

IF YOU SAY SO...

BZZZZZTTT

WHAT IS *THAT?!*

INTRUDER ALARM! YOU MUST HAVE SET IT OFF WHEN YOU SNUCK INSIDE!

EITHER THAT OR THE SYSTEM HAS TRIPPED ITSELF!

WE HAVE BEEN HAVING SOME PROBLEMS RECENTLY!

THE *LAST* THING I NEED IS A RUN-IN WITH THE COPS!

YEAH, I'VE BEEN MEANING TO ASK YOU ABOUT THOSE STORIES MY *FATHER* HAS BEEN WRITING ABOUT YOU!

"I WAS ON THE VERGE OF LEAVING WHEN THE POLICE PULLED UP!

"AFTER I GOT DONE DANCING IN THE MOSH PIT WITH THEM, *YOU* SHOWED --"

-- IN THIS COOL RENTAL. I GUESS JONAH JAMESON IS REALLY PAYING YOU WELL FOR COVERING THIS SKELETON STORY!

HE SHOULD BE! THE MAN OWES ME ABOUT THREE LIFETIMES OF BACK PAY!

QUIET DOWN. I'M CALLING JARVIS TO LET HIM KNOW WE'RE ON THE WAY!

WOW! WHAT A PLACE!

YEAH, I READ THE AVENGERS' MANSION GOT TRASHED, SO THEY'VE MOVED THEIR H.Q. OUT OF THE CITY TO JANET VAN DYNE'S PLACE!

WITH A HANGOUT LIKE THIS, I MIGHT JUST NEED TO ENLIST!

SEE AVENGERS:TIMESLIDE FOR DETAILS.– Bob

WE DON'T USUALLY ALLOW PHOTOGRAPHERS ON THE PREMISES, SPIDER-MAN.

I'M ALREADY BENDING THE RULES BY ALLOWING ***YOU*** HERE. TECHNICALLY, YOU ***ARE*** A WANTED FELON!

CAN YOU CUT ME SOME SLACK ON THIS, GIANT-MAN? WITH ALL THE GRIEF THE DAILY BUGLE HAS BEEN GIVING ME OVER THIS SKELETON I, ah...

...***BORROWED***...

...I'D LIKE THEIR PHOTOGRAPHER TO BE HERE WHEN I PROVE I'M NOT AN IMPOSTOR WHO ***MURDERED*** THE REAL SPIDER-MAN!

IT'S AGAINST MY BETTER JUDGMENT, BUT AS AN EX-AVENGER YOU'RE PRIVILEGED TO MAKE SUCH A REQUEST.

I TRUST YOUR FRIEND WON'T PHOTOGRAPH ANY CLASSIFIED EQUIPMENT.

NO PROBLEMO, G-MAN! PETEY HERE DOES WHATEVER I TELL HIM! RIGHT, PETEY?

PETEY?

FORTUNATELY, THE LAB FACILITIES HERE ARE STATE-OF-THE-ART, SURPASSING ANYTHING I'VE HAD BEFORE.

NOW, CAN YOU TELL ME EXACTLY WHAT WE'RE LOOKING FOR?

I WANT YOU TO EXAMINE THE SKELETON'S GENETIC STRUCTURE AND COMPARE IT TO THE BLOOD SAMPLE I GAVE YOU.

YOUR SAMPLE?

THAT WOULD BE A GOOD GUESS.

Hmm...

I'LL RUN THE COMPLETE GAMUT OF TESTS.

WE SHOULD BE ABLE TO DETERMINE HOW LONG YOUR FRIEND HAS BEEN DEAD, AS WELL.

HEY, GIANT MAN! IS THIS A PHOTO-ENHANCER OVER HERE?

WELL, IT SURE LOOKS LIKE ONE. AND SINCE NOBODY'S USING IT, I MIGHT AS WELL LOAD IN THAT PHOTO OF JESSICA AND HER FATHER.

MUMBLE MUMBLE

INTERESTING.

I'M GOING TO DOUBLE-CHECK MY ANALYSIS TO THIS POINT BY PLUGGING INTO THE FANTASTIC FOUR'S COMPUTERS.

breeeep CHIK CHOK

4

RICHARDS' SYSTEM HAS SUCH AN EXTENSIVE DATA-BASE IT'S A SHAME NOT TO UTILIZE IT!

THAT IMAGE FORMING AROUND THE SKELETON! WHAT IS IT?

THE COMPUTER IS REASSEMBLING THE BODY OF THE INDIVIDUAL. I'VE TAKEN THE LIBERTY OF PROGRAMMING IT TO COMPLETE THE COSTUME, AS WELL. BY ALL ACCOUNTS --

-- THAT INDIVIDUAL IS, OR ***WAS, YOU,*** SPIDER-MAN!

OKAY, THE PHOTO HAS BEEN SCANNED IN.

BY DIGITIZING THE PHOTO, I MIGHT JUST BE ABLE TO ENHANCE IT ENOUGH --

-- TO SHED SOME LIGHT ON THE IDENTITY OF JESSICA'S FATHER!

IT'S WORKING! BECOMING CLEARER! IF I CAN LIGHTEN IT A BIT MORE...

THAT'S BETTER! BEN WAS ***RIGHT!*** SOMETHING ABOUT HIM ***DOES*** SEEM DISTURBINGLY FAMILIAR!

MY GOD, I NEVER ***KNEW!***

NEVER ***SUSPECTED*** -- IT WAS ***HIM!***

THAT'S THE LAST OF THE TESTS, SPIDER-MAN.

IF THERE'S ANY OTHER TEST LEFT TO RUN, I HAVEN'T HEARD OF IT!

I'LL PULL TOGETHER THE DATA AND ANNOUNCE MY FINDINGS.

I'D APPRECIATE IT IF YOU COULD HURRY. THE SUSPENSE IS KILLING ME!

BEN, TAKE A LOOK AT THIS! I DID SOME WORK ON THE PHOTO YOU GAVE ME!

YOU WON'T BELIEVE WHO JESSICA'S FATHER IS!

LET ME SEE!

Oh

WOW.

JESSICA'S FATHER! HE'S THE BURGLAR WHO KILLED MY ***UNCLE BEN!***

I'VE CHECKED THE TEST RESULTS FROM EVERY ANGLE POSSIBLE AND THERE CAN BE NO DOUBTING MY CONCLUSION.

FIRST, THE EASY PART. DATE TESTING INDICATES THE SKELETON'S BEEN IN THAT SMOKESTACK FOR ***FIVE YEARS!***

BUT HERE'S THE KICKER -- COMPARING IT TO THE SAMPLE YOU GAVE ME, THE SKELETON'S ***DNA*** SHOWS EVIDENCE OF ***GENETIC DRIFT.*** IN SHORT --

-- IT'S A ***CLONE*** OF ***YOU!***

NOT ***ANOTHER*** ONE...

APR • 410

MARVEL® SPIDER-MAN GROUP

APPROVED BY THE COMICS CODE AUTHORITY

THE AMAZING SPIDER-MAN®

WEB OF CARNAGE™ PART 2 OF 4

STAN LEE PRESENTS: THE AMAZING SPIDER-MAN!

WEB OF CARNAGE PART 2 OF 4

AND NOW -- SPIDER-CARNAGE

My life is fraying around me FASTER than a motorcycle jacket splashed with battery acid!

Though I'm really PETER PARKER, I've been going by the name of BEN REILLY for the past five years.

Meanwhile, thinking he was the REAL me, the man in my arms has been using my NAME and living my LIFE during all this time.

Only recently did he find out he was actually MY CLONE!

Five years ago, Pete and I FOUGHT --

-- and he apparently left me for DEAD in a Brooklyn smokestack!

At least that's what we believed until a few hours ago, when we visited the AVENGERS' temporary base on Long Island --

-- and learned that the SKELETON in the body bag --

-- the one recently found in that very SAME SMOKESTACK --

-- is probably my ORIGINAL CLONE!

SEE SENSATIONAL SPIDER-MAN #3 FOR DETAILS -- Bob!

TOM DeFALCO WRITER
MARK BAGLEY PENCILER
LARRY MAHLSTEDT with RANDY EMBERLIN INKERS
BOB SHAREN COLORIST
MALIBU'S HUES SEPARATIONS
RICHARD STARKINGS AND COMICRAFT LETTERING
BOB BUDIANSKY EDITOR
BOB HARRAS ED. IN CHIEF

If that's true, what does that make PETER?

And, if that skeleton is the one who went chimney-diving, where was I?!

Unfortunately, such questions aren't my ONLY -- or even my most pressing -- PROBLEM!

Someone has taken to TERRORIZING the Manhattan streets by IMPERSONATING CARNAGE -- one of my deadliest enemies!

And then, I have a predicament of a far more PERSONAL nature...

HEEEY! THAT LOOKS LIKE SPIDER-MAN --!

FREEZE, YOU SICK GHOUL!

STOP OR I'LL SHOOT!

In order to TEST the skeleton --

-- I LIBERATED it from the city morgue!

IN SENSATIONAL SPIDER-MAN #2 - Bob!

NOT a maneuver designed to increase my popularity among NEW YORK'S FINEST!

W-WATCH THE WILD ACROBATICS, PAL!

M-MY STOMACH CAN'T TAKE THOSE TRIPLE SOMER-SAULTS!

HITCH-HIKERS SHOULDN'T COMPLAIN, PETE!

IT'S NOT MY FAULT YOU *LOST* YOUR OWN SPIDER-POWERS!

MAYBE NOT...BUT IT WILL BE YOUR FAULT...IF MY LAST MEAL *SPLATTERS* YOUR SPIFFY NEW COSTUME!

POINT TAKEN!

MAYBE YOU SHOULD *WALK* THE LAST FEW BLOCKS TO YOUR HOTEL.

GOOD IDEA!

AND WHEN I GET THERE, I'M CALLING YOUR BUDDY, *SEWARD TRAINER*, AT THE HOSPITAL.

SO SOON? HE JUST CAME OUT OF HIS COMA.

BETWEEN THE AVENGERS' RESULTS ON THE SKELETON, AND THE TEST WE RAN ON SEWARD'S EQUIPMENT SHOWING I WAS A *CLONE* --

-- MY LIFE'S BECOME ONE BIG *QUESTION MARK!*

AND I WANT SOME *ANSWERS!*

IT HAPPENED IN SPIDER-MAN: THE FINAL ADVENTURE #4 - Bob!

SUIT YOURSELF! MEANWHILE, I THINK NOW THAT WE'RE DONE TESTING IT, I'LL RETURN THIS THING, AND GET THE COPS OFF MY BUTT!

I WOULDN'T BE SO ANXIOUS TO GIVE IT BACK!

THE AUTHORITIES MIGHT HAVE WAYS OF TRACING ITS ***DNA*** TO YOU OR ME!

YOU REALLY THINK THAT'S POSS -- ***HEY!*** I JUST GOT A GREAT IDEA!

J. JONAH JAMESON PROMISED YOU A ***BIG BONUS*** IF YOU COULD PROVE I STOLE THIS THING... RIGHT?

PULL OUT YOUR ***CAMERA,*** PAL --

-- AND ***SNAP*** AWAY!

YOU ***SURE*** YOU WANT TO DO THIS?!

WHY NOT? I'M TAKING IT BACK, ANYWAY.

CONSIDER THIS A ***BABY SHOWER GIFT!***

I'LL SEE YOU LATER, BUD!

YEAH...

...SURE!

POOR PETE! This unexpected revelation has really ROCKED his world!

MARY JANE is expecting their first child...and his whole IDENTITY has suddenly been thrown into dispute...AGAIN!

He must be SECOND-GUESSING himself like crazy!

All that he knows about himself could be a LIE!

How can he possibly trust ANYTHING --

-- or ANYONE?!

MEANWHILE, AT A PUBLIC GARAGE FAR ACROSS TOWN...

M-MAYBE I SHOULD DRIVE, MARTY!

YOU SAYING I HAD TOO MUCH TO *DRINK*, DIANE?

THAT YOUR PRECIOUS BUTT AIN'T *SAFE* WITH ME BEHIND THE WHEEL?

M-MARTY, *PLEASE* --! YOU'RE HURTING ME!

HOW D'YA THINK I FEEL WITH YOU ALWAYS *NAGGING* ME?

THAT'S QUITE *ENOUGH*, MY FRIEND!

A REAL MAN *NEVER* RAISES A HAND TO A WOMAN!

BESIDES, SHE'S *RIGHT*...

DRINKING AND DRIVING ARE A VERY *LETHAL* COMBINATION!

AS POTENTIALLY *HAZARDOUS* AS...

...LITTLE...

...OLD...

...ME.

AT THE TOP OF THE MORNING NEWS IS LAST NIGHT'S ASSAULT ON ACCOUNTANT **MARTIN SKOLBURG** --

-- BY THE ALLEGED **CARNAGE COPY-CAT!**

Where IS she?

Why doesn't JESSICA answer her phone?

We need to talk...

I recently learned that she is the daughter of the burglar who, soon after I first became SPIDER-MAN --

-- *MURDERED my UNCLE BEN!*

It was that TRAGEDY that helped me realize that with GREAT POWER, there must also come GREAT RESPONSIBILITY.

IN SENSATIONAL #3. - Bob

Too bad Jess's father never got the message! He died while battling PETER, who was the neighborhood WEB-SWINGER at the time!

IT'S SOME KIND OF ***COVER-UP***, SHIRLEY! THERE'S NO ***CARNAGE COPYCAT!***

YOU'VE SEEN TOO MANY EPISODES OF THE ***X-FILES***, BUZZ!

THE NOW-CLASSIC AMAZING SPIDER-MAN #200. - Bob

WITHOUT A DOUBT! STILL, THE FACT IS WE HAVE ***NO PROOF*** THE REAL CARNAGE -- ***CLETUS KASADY*** -- IS STILL IN CUSTODY!

EVEN IF HE IS, THE AUTHORITIES MAY HAVE THEIR OWN REASONS FOR ***RELEASING*** HIM AT NIGHT!

Buzz's theory isn't as WACK as it sounds!

Kasady is presently incarcerated in RAVENCROFT, a maximum security institution devoted to the study of the criminally insane!

If he's somehow discovered a way to secretly LEAVE and RETURN at will --

--it's the perfect HIDEOUT for him!

RAVENCROFT INSTITUTE...

KASADY HASN'T LEFT HIS CELL, DETECTIVE TREVANE.

CAN YOU *PROVE* IT, COLONEL JAMESON?

ALL OF OUR INMATES ARE ***MONITORED*** AND ***VIDEOTAPED*** TWENTY-FOUR HOURS A DAY BY STATE-OF-THE-ART EQUIPMENT.

PLUS: WE ALWAYS HAVE A TWO-MAN TEAM -- LIKE ME AND DICKERSON HERE -- WATCHING THE STORE!

CAN YOU GET ME DUPES OF KASADY'S TAPES FOR THE LAST TWO WEEKS?

NO PROBLEM...

" BUT I HOPE YOU DON'T BORE EASY. ***ENTERTAINING,*** THEY'RE NOT!

KASADY GET'S HIS ***CARNAGE-POWERS*** FROM SOME KIND OF ***ALIEN SYMBIOTE!***

HOW DO YOU KEEP IT FROM BREAKING LOOSE?

HIS CELL IS CONSTRUCTED OF AN ARTIFICIAL ALLOY WHICH HAS A TENSILE STRENGTH TOUGHER THAN TITANIUM STEEL!

JUST TO BE SAFE, WE DOUBLE-LAYERED THE FLOOR, CEILING AND ALL THE WALLS --

--AND WE PUMP A LETHAL DOSE OF ***MICROWAVES*** BETWEEN THE LAYERS -- JUST ENOUGH TO KEEP THE SYMBIOTE FROM ATTEMPTING TO ESCAPE!

PUSH

SWELL! IF KASADY ISN'T BEHIND THESE BEATINGS, WE'RE BACK TO THE IDEA OF A ***COPYCAT!***

WHY WOULD ANYONE WANT TO IMITATE HIM?

DON'T ASK! I HEAR THAT NUTJOB EVEN HAS HIS OWN GROUPIES!

Y-YOU'RE KIDDING --!

NO LIE! YOU'D BE SURPRISED HOW ***LOW*** SOME PEOPLE CAN SINK!

HOURS LATER...

NEED A RIDE, DICKERSON?

I'D APPRECIATE ONE, COLONEL!

Funny how some people still refer to JOHN JAMESON by his old military rank.

To some, he's a famous ex-astronaut!

To me, he's just a guy I've SAVED on occasion --

-- and the son of my single greatest source of aggravation, jolly J. JONAH JAMESON!

My SPIDER-SENSE has suddenly started tingling --!

I came to Ravencroft to test Buzz's theory --

-- if Carnage IS slipping out at night...

...I'll soon learn HOW!

I trail Beavis and Butt-Head back to Manhattan, and then...

THANKS FOR THE LIFT, COLONEL!

CATCH YOU TOMORROW FOR ANOTHER FOUR-TO-TWELVE!

I'm not close enough to get a reliable spider-buzz when they split up...

From past conversations, I know Pete has grown quite CLOSE to the junior Jameson in the last few years. He TRUSTS him.

So I stick with the OTHER guy!

He leads me on a merry crosstown chase --

-- that eventually climaxes at a building that appears to be ABANDONED!

However, the muffled sounds of MUSIC --

-- and PARTY CHATTER --

-- quickly DISPEL that illusion!

I figure this place for some kind of UNDERGROUND CLUB --

-- but it proves to be far more UNDERGROUND --

-- than I ever imagined!

Talk about SICK!

It is a veritable FANTASYLAND devoted to the most DEPRAVED elements of society!

After spending his working day with the genuine articles --

-- why on earth would a Ravencroft security guard come HERE?!

DICKERSON, MY MAN! YOU GOT ANY PRIMO MERCHANDISE?

YEAH, BUT THIS COULD BE THE *LAST* OF IT!

CARNAGE RULES!

TOWELS AND BANDAGES USED BY *CARNAGE* HIMSELF! EVERYTHING STAMPED WITH A *RAVENCROFT LOGO!*

MAN! THIS STUFF WOULD BE A FORTUNE IF IT WAS AUTOGRAPHED!

What a SLIMEBAG --!

He's selling MEMORABILIA!

I know there's a big market for personal mementos of SPORTS FIGURES and MOVIE STARS --

-- But SUPER-VILLAINS?!

With a minimum of haggling, my quarry concludes his business, and makes tracks...

I'm still debating the merits of nailing the creep --

-- When my attention is suddenly riveted by a surprise GATE-CRASHER!

GOOD EVENING, LADIES AND GENTLEMEN! YOU'RE ABOUT TO EXPERIENCE A ONCE IN A LIFETIME OPPORTUNITY!

WE'RE ALL GONNA PARTY CARNAGE-STYLE!

COOL OUTFIT!

LOOVE THE **CLAWS**, MAN!

ACTUALLY THEY'RE A BIT TOO **REALISTIC** FOR MY TASTES!

Whoever is wearing that fright suit... it's definitely NOT KASADY!

But this is no simple CARNAGE WANNABE!

He's packing plenty of RAW POWER!

More than enough to kick my spider-sense into OVERDRIVE!

OOOO!

LOOKEE WHO'S HERE -- SPIDER-MAN!

Oh, MAN! I...I THINK THIS IS REAL!

Y-YOU THINK--?!

HIT THE EXITS, GANG!

This joker is TALLER -- BULKIER -- than Kasady!

He COULD be the man I followed here!

He was only out of my sight for a minute, but --

AM I BORING YOU?

YOU SEEM A MITE DISTRACTED!

NOOO PROBLEM, PALLY! I'LL JUST KICK UP THE PACE!

SAVE YOURSELF THE EXTRA EFFORT!

IT'S YOUR PERSONALITY -- NOT YOUR FIGHTING TECHNIQUES -- THAT PUTS ME TO SLEEP!

GOOD LORD--! Only a genuine ALIEN SYMBIOTE could do a stunt like that! So much for this guy being a COPYCAT!

Got to pull out ALL the stops!

SPWOK

This wackjob could be as deadly as VENOM or the real CARNAGE!

For a club devoted to the DARKER SIDE of the spandex set it sure cleared out FAST when one of 'em shows up IN THE FLESH!

KWAK

Like many other things in life, psychos have more appeal in THEORY than in PRACTICE!

I CONGRATULATE YOU, LITTLE MAN. I ALMOST FELT THAT PUNCH.

YOU MAY PROVE AN AMUSING DIVERSION AFTER ALL!

UNFORTUNATELY, THIS PARTICULAR EVENING *GROWS* LATE --

-- AND I MUST *RUN!*

PTOOEY

Oh, NO! He shattered that support beam, and --

QUA-POOM

Swell!

Mr. Maniac VANISHED during the confusion!

Should I attempt to give CHASE --

-- or search the debris for any STRAGGLERS who may have stayed behind to watch the action?

Uh... A LITTLE HELP OVER HERE!

That voice! it sounds like --

DETECTIVE CONNOR TREVANE!

I WOULD HAVE THOUGHT YOUR TASTES RAN MORE TO CLASSIC ROCK THAN ALTERNATIVE CLUBS!

YUK! YUK!

JUST SO THERE'S NO MISUNDERSTANDING... I CAME HERE TO TAG ***DICKERSON!***

DICKERSON --?

A SECURITY GUARD AT ***RAVENCROFT*** WHO'S BEEN TRAFFICKING IN STOLEN SOUVENIRS!

I INTENDED TO PRESSURE HIM IN CASE HE KNOWS ***MORE*** THAN HE'S TELLING ABOUT THE CARNAGE COPYCAT!

YOU'D BETTER SCOOT BEFORE MY BACK-UP ARRIVES!

SOME EAGER BEAVER MAY WANT TO QUESTION YOU ABOUT THAT ***SKELETON*** THAT IS ALLEGEDLY MISSING FROM THE MORGUE!

Uh... THANKS!

IT'S THE ***LEAST*** I CAN DO...

I STILL OWE YOU... THAT'S ***IF*** YOU'RE THE SAME SPIDER-MAN WHO SAVED MY SON A FEW MONTHS BACK!

THE COSTUME MAY BE NEW, BUT I'M STILL THE ***ORIGINAL WALL-CRAWLER!***

Okay, so maybe I'm fudging the truth. Considering the circumstances, I doubt PETE will mind if I claim his save!

BARELY TWENTY MINUTES LATER...

S.W.A.T.

OPEN UP, DICKERSON! THIS IS THE POLICE!

W-WHAT'S THE BIG IDEA, TREVANE?

YOU'RE UNDER ***ARREST***, MY FRIEND!

I-IT'S THAT STINKING ***CLUB***, RIGHT?

DON'T SAY A ***WORD***, DICKERSON! NOT UNTIL AFTER WE'VE READ YOU YOUR RIGHTS!

YOU MAY WANT A ***LAWYER*** PRESENT!

G-GIMME A ***BREAK***, TREVANE! ALL I EVER WANTED TO BE WAS A ***REAL COP*** LIKE YOU, BUT THE ***BEST*** I COULD DO WAS A SECURITY GIG!

P-PLEASE DON'T FLUSH ME! I'M WILLING TO DEAL--!

AND SO, A FEW HOURS LATER...

The Daily Grind

IF THIS SCANDAL SHEET IS TO BE BELIEVED, THE INVESTIGATION INTO THE CARNAGE COPYCAT RESULTED IN A STRING OF EARLY MORNING ***ARRESTS***--

--BUT THE POLICE WON'T CONFIRM THAT THEY HAVE THE ACTUAL ***PERPETRATOR*** IN CUSTODY!

YOU THINK THEY'RE HIDING SOMETHING?

BAGLEY EXPOSES

IN AN ELECTION YEAR?!

FAT CHANCE!

I'd like to believe BUZZ is merely sticking with the sardonic!

I'd rather concentrate on PETER --

-- The SKELETON --

-- And JESSICA!

But, like the man says...

Fat chance!

AND, SPEAKING OF BEN REILLY'S OTHER PROBLEMS...

PETER, I STILL DON'T UNDERSTAND WHY YOU INSIST ON CONFRONTING *SEWARD TRAINER!*

BEN AND I ORIGINALLY USED *HIS* EQUIPMENT TO DETERMINE WHICH OF US WAS A *CLONE* OF THE OTHER!*

* SEE SPECTACULAR SPIDER-MAN #226. – Clone-Bob!

THE INFORMATION WE LEARNED ABOUT THE SKELETON CASTS SERIOUS *DOUBTS* ON OUR CONCLUSIONS!

WHAT MAKES YOU THINK SEWARD WILL EVEN AGREE TO SEE YOU?

THAT'S EASY, MARY JANE. I PHONED AHEAD FOR AN APPOINTMENT!

HOSPITAL SWITCHBOARD --?

PLEASE CONNECT ME WITH ONE OF YOUR PATIENTS -- *SEWARD TRAINER!*

Y-YES...OF COURSE... I... RECOGNIZE YOUR VOICE!

I... UNDERSTAND!

IS SOMETHING WRONG, Mr. TRAINER? YOU SUDDENLY LOOK PALE!

I... Uh... I NEED A FAVOR, NURSE.

PLEASE INFORM THE FRONT DESK THAT --

-- I AM UNABLE TO ISSUE YOUR *VISITOR PASSES!* THE PATIENT HAD A MINOR *SETBACK,* AND CANNOT RECEIVE *GUESTS* AT THIS TIME!

B-BUT HE WAS *FINE* WHEN WE SPOKE EARLIER!

COMPLICATIONS SOMETIMES ARISE. TRY AGAIN TOMORROW.

YEAH... SURE!

IS SEWARD DELIBERATELY DUCKING ME? *WHY?!* WHAT'S HE *HIDING?*

AND, A FEW HOURS LATER...

VERY NICE! YOUR SAMPLES SHOW ENORMOUS POTENTIAL, MISS --

ATILY BUG

JESSICA. JESSICA CARRADINE.

I APPLAUD YOUR EFFORTS, JESSICA.

SPIDER-MAN IS NOT THE *EASIEST* SUBJECT TO CAPTURE ON FILM.

BUT HE IS AN *EXCITING* ONE, Mr. ROBERTSON.

MAYBE SO, BUT THE *DAILY BUGLE* DOESN'T BUY MERE ACTION SHOTS OR PIN-UP POSES!

THIS IS A *NEWSPAPER*... NOT A *FAN MAGAZINE!*

OUR SPACE IS *LIMITED.* EVERY PHOTO MUST TELL A NEWSWORTHY STORY!

LISTEN TO THE MAN, YOUNG LADY! HE'S THE *BEST* IN THE BUSINESS.

AFTER *ME*, OF COURSE!

Y-YOU'RE *J. JONAH JAMESON* --!

I WAS WALKING PAST WHEN I HEARD SOMEONE MENTION THAT MISERABLE WALL-CRAWLING CREEP!

ITOR IN CHIEF

JESSICA HAS SOME SHOTS OF HIM IN HIS NEW COSTUME!

REALLY --?!

NOT BAD! NOT BAD AT ALL! BUT JOE'S RIGHT! THIS MATERIAL IS MUCH TOO *TAME* FOR US!

THAT WEB-SWINGING WEIRDO IS A *PUBLIC MENACE*, AND IT'S OUR *DUTY* TO NAIL HIM!

THE *WORSE* HE LOOKS, THE BETTER YOUR CHANCES FOR A *SALE!*

DON'T YOU WORRY, Mr. JAMESON...

YOU CAN COUNT ON ME!

SOMETIME LATER...

ALMOST *MIDNIGHT*, AND OUR BOY IS AT IT, AGAIN!

I WAS SORRY TO HEAR ABOUT *DICKERSON!*

YEAH... YOU THINK YOU KNOW SOMEONE --! THANKS FOR TAKING HIS *SHIFT* AT THE LAST MOMENT, PHIL.

THE OVERTIME WILL COME IN HANDY. YOU CAN LEAVE WHENEVER YOU WANT. I SEE STEVENS HEADING DOWN THE HALLWAY.

There's Jameson!

Right on schedule!

Peter would freak if he knew I was dogging his bud!

TOUGH!

I had a hunch that the Carnage-like character I ran into last night was somehow connected to RAVENCROFT --

-- and, from the way my spider- sense is buzzing, I may have hit the JACKPOT!

I've gotta get to the bottom of this mystery so that I can devote myself to figuring out where I stand with JESSICA --

-- And to healing the RIFT that seems to be growing between me and Pete over Seward Trainer!

I trust Seward IMPLICITLY...

WHOA!

WHAT THE?!

YOU'VE BEEN VERY *CARELESS*, WEB-MAN!

Somehow... the Carnage symbiote has taken over Jameson!

I *SPOTTED* YOU IN MY REAR-VIEW MIRROR!

YOU REALLY SHOULD BE MORE *CAUTIOUS!*

IN YOUR BUSINESS, SUCH LAPSES COULD CERTAINLY PROVE *FATAL*... TO YOU --

NO--!

LEAVE THOSE PEOPLE ALONE! THIS IS STRICTLY BETWEEN YOU AND ME, JAMESON!

-- OR *THOSE* YOU SEEK TO PROTECT!

I-IT'S *CARNAGE!*

W-WE'RE ALL GONNA *DIE!*

WRONG-O! YOU ARE NOT MY *TRUE* ENEMY!

YOU ARE NOT THE SPIDERY SPECTER WHO *HAUNTS* THE DREAMS OF KASADY!

ARE YOU MY SCARLET FRIEN -- *UGNN!*

KA-WAP

He KNOWS!

He can somehow distinguish me from Peter!

How--?

HOW--?!

J. JONAH JAMESON AND I ARE KINDRED SPIRITS WHEN IT COMES TO SPIDER-MAN! THAT WALL-CRAWLING FREAK MURDERED MY *FATHER!* I'D DO ANY-THING TO HELP BRING HIM DOWN, AND *HEY--!*

PEOPLE ARE SUDDENLY *SCREAMING* DOWN THE BLOCK!

-- SOMETHING *NEWSWORTHY!*

THIS COULD BE MY BIG CHANCE TO SNAP --

WHAT *HAPPENED,* JAMESON?

THIS IS *KASADY'S SYMBIOTE--!*

HOW DID IT BOND WITH *YOU?!*

TALK TO ME, MAN!

THERE'S GOTTA BE A *WAY* TO REMOVE IT!

B-BEWARE, SPIDER-MAN! YOU MUSTN'T DEFEAT ME!

I AM ONLY A PAWN! THE SYMBIOTE IS ONLY USING ME AS A TEMPORARY HOST --

--U-UNTIL IT FINDS SOMEONE ***STRONGER!***

Oh, my god!

NO--!

NO--!

NO--!

NOOO--!

Yesss!

I am reborn in BLOOD and AGONY!

I am remade into the bringer of DEATH and DESTRUCTION!

CHAOS is my only love...

And CARNAGE is my name!

FREE am I!

FONY

Free from the LAWS of man!

Free from the petty RESTRICTIONS of a deceitful and dying society!

Free from the burdensome RESPONSIBILITIES that have long dulled my life ---

IT'S *HIM!* SPIDER-MAN IS GOING TOTALLY ***BERSERK,*** AND HE'S ACTING LIKE THE ***MONSTER*** I'VE ALWAYS KNOWN HE WAS!

GET OUT YOUR CHECKBOOK, JJJ --

-- YOUR GREATEST ***FANTASY*** WILL SOON BE RECORDED FOR POSTERITY!

NIKONIKA

--- And DENIED me even the slightest hope for happiness!

Ha, HA, HAA!

With my newfound power, I am finally free to INDULGE my slightest whim!

Without GUILT!

Without REMORSE —

— Or RESTRAINT!

At long last, I can strike back at EVERYONE who has ever betrayed or tormented me!

EVERYONE!

EVERYONE!

APR • 67

MARVEL®
SPIDER-MAN GROUP

SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

WEB OF CARNAGE PART 3 OF 4

JRJR + AW

HE WATCHES THROUGH EYES NO LONGER HIS AND HIS ALONE.

HIS BODY IS PULLED INTO ACTION AGAINST HIS WILL.

HIS MIND IS FILLED WITH THE SCREAMING VOICE OF AN ALIEN PRESENCE WHICH VIES FOR CONTROL OF ALL THAT IS HIM.

BUT THAT WAS BEFORE HE CONFRONTED THE ALIEN SYMBIOTE WHICH WAS ONCE BONDED WITH THE SERIAL KILLER CLETUS KASADY.

A SHORT TIME AGO, HE CALLED HIMSELF **BEN REILLY, THE AMAZING SPIDER-MAN.**

AS THE VERY SAME SYMBIOTE MOVES THROUGH HIS BLOODSTREAM, STROKING NERVE ENDINGS AND SEEKING A PLACE OF PERMANENT REFUGE, HE IS NOW...

...SPIDER-CARNAGE.

His given name is **Peter Parker.** While in high school, he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself **Ben Reilly,** and as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility! STAN LEE PRESENTS: **SPIDER-MAN** in:

WEB OF CARNAGE PART 3

WHO AM I?

HOWARD MACKIE/ JOHN ROMITA JR. — STORY/ART

AL WILLIAMSON & AL MILGROM — INKS

KEVIN TINSLEY — COLORIST

MAILBU'S HUES — COLOR SEPS

RICHARD STARKINGS AND COMICRAFT — LETTERING

ERIC FEIN — EDITOR

BOB BUDIANSKY — EXECUTIVE EDITOR

BOB HARRAS — EDITOR IN CHIEF

I am free.

I am whole.

I am powerful.

NO!

Hurts... so... much... but... have... to... fight... it...

Alien... thoughts... tearing... at... my... mind...

...got to... control... it.

NO!

This vessel is MINE to command.

Even with your enhanced strength...

...you are WEAK.

The girl.

I sense she means something to you.

Then hers will be the first blood to be spilled by my hands as Spider-

NO!

JESSICA! Get... away!

Her obsession... with Spider-Man... making her blind to the... danger.

Got to fight it.

Got to gain control.

Got to...

SOMETHING'S NOT RIGHT HERE.

IT'S LIKE SPIDER-MAN'S COSTUME HAS COME ALIVE.

LIKE HE'S FIGHTING WITH HIMSELF.

LIKE HE'S LOSING!

That's... it!

Almost got it.

Head is clearing.

It's out of my mind, but...

...it's not going AWAY!

Disappearing inside of me... can feel it in my blood...

...can't let it escape again.

KRRRRT-PSHHH

KLIK KLIK WHIRR

GET... AWAY.

DON'T KNOW HOW LONG I CAN KEEP THIS THING UNDER CONTROL.

NOT A CHANCE.

THE POLICE ARE ON THEIR WAY.

AND I'M GOING TO BE HERE TO SAVOR EVERY SECOND OF THEM TAKING YOU AWAY.

YOU DESERVE NOTHING MORE... NOT AFTER WHAT YOU DID TO MY FATHER.

I SAID...

...GET AWAY FROM ME!

KRAK

AND STAY AWAY.

WHAT WAS THAT THING?

IT WAS SPIDER-MAN...

...I THINK.

Go home... calm down... stay in control.

Need to figure out what to do next... need to get a hold of Peter... need his help.

ELSEWHERE...

WHO AM I?

I USED TO THINK I KNEW.

NOW...

...I'M JUST NOT SO SURE.

I USED TO SWING ACROSS THIS CITY KNOWING THAT I COULD MAKE A DIFFERENCE.

BUT THAT WAS BEFORE.

BEFORE BEN REILLY.

BEFORE THE JACKAL AND THE CLONES BECAME SUCH A PART OF MY LIFE.

BEFORE MARY JANE AND I MOVED OUT WEST.

BEFORE I LOST MY POWERS.

BEFORE.

PETER!

WHAT ARE YOU DOING?

GETTING SOME AIR... THINKING.

AND RISKING YOUR LIFE BY STANDING SO CLOSE TO THE EDGE.

SORRY, MJ, BUT I'M REALLY OKAY.

I *DO* HAVE SOME EXPERIENCE ON ROOFTOPS, YOU KNOW.

YES, BUT THAT WAS BEFORE.

YEAH... I KNOW.

NOW I'M JUST REGULAR OLD PETER PARKER.

HUSBAND, FATHER, SCIENCE GUY AND PART-TIME PHOTOGRAPHER.

PRETTY BORING STUFF.

WELL I LIKE THE BORING PETER PARKER AND I DON'T WANT TO LOSE HIM... EVER.

SO LET'S JUST KEEP THE ROOFTOP WANDERING TO A MINIMUM... OKAY?

OKAY.

IN A MINUTE. FIRST I NEED TO SPEND A MINUTE WITH THE MOTHER OF MY CHILD.

PETER, BEN CALLED A LITTLE WHILE AGO. HE SOUNDED AWFUL. I THINK MAYBE YOU SHOULD GO SEE IF --

A SHORT TIME LATER...

BEN?

KNOCK KNOCK

KNOCK KNOCK

YOU HOME?

IT'S ME... PETER.

Peter... he came.

You can kill him.

No.

Then YOU would be the only one... the real one... no questions.

I AM the real one. HE's the clone.

Are you sure?

Yes.

Kill him and end it here.

No.

Kill him.

Kill...

Shut up!

...him!

BEN?

MARY JANE SAID YOU CALLED.

ARE YOU FEELING OKAY? YOU LOOK TERRIBLE.

YEAH... WELL... THE LIFE OF A BIG TIME SUPER HERO.

BEEN THERE... DONE THAT... DON'T WANT TO GO THERE AGAIN.

I STILL CAN'T GET OVER THIS APARTMENT.

IT'S A LOT NICER THAN THE FIRST PLACE I HAD IN MANHATTAN.

I'LL TELL THAT TO THE RATS.

SO... WHAT ARE WE GOING TO DO ABOUT *IT?*

WHAT?

Kill him.

THE SKELETON. I ASSUMED THAT'S WHY YOU CALLED.

THE RESULTS OF THE AVENGERS ANALYSIS KEEP NAGGING AT ME.

IT JUST DOESN'T MAKE SENSE.

SENSATIONAL SPIDER-MAN #3. – Eric

YEAH... RIGHT... ME TOO.

Rip through his throat.

YOU AND I WERE THERE. WE DID ***MOST*** OF THE TESTS TO DETERMINE WHO WAS THE CLONE AND WHO WAS THE ORIGINAL PETER PARKER OURSELVES...

...DOUBLE-CHECKED EACH OTHER'S WORK.

SO HOW CAN THIS SKELETON BE TURNING UP AS THE CLONE?

I... DON'T... KNOW.

His blood is warm... KILL him!

I STILL SAY THE ONLY PERSON THAT CAN HELP US GET TO THE TRUTH IS YOUR FRIEND SEWARD.

Kill him.

HE BLEW ME OFF WHEN I TRIED TO SEE HIM IN THE HOSPITAL YESTERDAY.

KILL!

I WANT YOU TO GO WITH ME TO SEE HIM IN THE HOSPITAL. HE'LL TALK TO YOU.

WE'VE GOT TO PUT THIS BEHIND US... I THOUGHT IT WAS THERE ALREADY...

...BUT LET'S FINISH IT UP AND GET ON WITH OUR LIVES.

SO HOW ABOUT YOU GET DRESSED...

KILL!

...AND THE TWO OF US GO TO SEE HIM TOGETHER?

KILL!

AND GET TO THE TRUTH.

KILL! KILL! KILL!

NO!

WHAT?

NO. I WON'T GO WITH YOU TO SEE SEWARD.

WHY NOT?

His arm.

DON'T YOU WANT TO GET TO THE TRUTH?

Tear it off.

DON'T YOU WANT TO KNOW WHAT SEWARD IS HIDING?

I ALREADY KNOW THE TRUTH.

AND I *TRUST* SEWARD. HE SAVED MY LIFE.

I DON'T THINK HE'S HIDING ANYTHING. NOW I THINK YOU SHOULD LEAVE.

FINE. I'LL GO MYSELF. AND THIS TIME I'LL *MAKE* HIM TALK TO ME!

FWAM

You should have killed him.

Shut up!

KILL HIM!

Shut up!

KILL HIM!

SHUT UP!

KILL HIM!

Get out of my head!

KILL HIM!

KILL HIM!

Can't concentrate! Can't think!

KILL!

Seward.

KILL!

Have to protect him from Peter.

Can't let Peter hurt him.

Won't.

KILL!

RAVENCROFT INSTITUTE.

KASADY'S AT IT AGAIN, Dr. KAFKA. WASHING HIS HANDS... AGITATED.

HE'S BEEN LIKE THIS EVER SINCE YOU RETURNED, COLONEL JAMESON.

I STILL CAN'T BELIEVE IT TRIED TO BOND WITH YOU! THAT MUST'VE BEEN... HORRIBLE!

YES.

COLONEL, CAN YOU THINK OF ANY WAY IN WHICH THE SYMBIOTE COULD HAVE ESCAPED THE HOLDING CELL?

I'VE BEEN ASKING MY-SELF THE SAME QUESTION OVER AND OVER AGAIN, DOCTOR.

I'M THE HEAD OF SECURITY... I DESIGNED THAT CELL MYSELF... THERE IS NO POSSIBLE EXIT THROUGH WHICH IT COULD HAVE GOTTEN AWAY.

WELL, COLONEL, IT *DID* GET OUT. IT DID TRY TO BOND WITH YOU AND NOW IT'S OUT THERE SOMEWHERE.

AND ITS ABSENCE SEEMS TO BE CAUSING KASADY A GREAT DEAL OF DISCOMFORT.

SO, IF THE CARNAGE SYMBIOTE IS NO LONGER INSIDE OF KASADY... WHERE IS IT?

I DON'T KNOW, DOCTOR, BUT...

... BUT I ASSURE YOU... I WILL.

A SHORT TIME LATER...

AM I PARANOID OR IS EVERY-ONE OUT TO GET ME?

THIS PART OF MY LIFE IS SUPPOSED TO BE BEHIND ME.

I MADE PEACE WITH WHO I AM AND *WHAT* I AM AND NOW IT'S ALL COMING BACK TO HAUNT ME.

THE SKELETON... SEWARD'S BEHAVIOR... AND THEN BEN BLOWING OFF AT ME.

THERE'S SOMETHING GOING ON...

... AND I'M GOING TO FIND OUT WHAT.

SEWARD TRAINER IS GOING TO SPEAK TO ME... HE'S GOING TO TELL ME THE TRUTH AND THEN...

NO MATTER WHAT THE ANSWER. I'M TAKING MY WIFE AND HEADING BACK OUT WEST...

... AND START HAVING THE LIFE I'VE ALWAYS WANTED.

KILL!

NO!

FAIK

I'm... NOT... going to... hurt him!

I can't... control... this... thing.

Just... want... to... protect... Seward.

KILL!

AT THE HOSPITAL, A SHORT TIME LATER...

THIS IS TRAINER'S ROOM, BUT THE BED... EMPTY?

EXCUSE ME, NURSE..? I WAS LOOKING FOR Dr. TRAINER. HE'S A PATIENT HERE.

THAT HE **WAS.** BUT HE CHECKED OUT EARLIER TODAY.

AT THAT MOMENT, ON THE ROOF...

YOU MUST kill!

Destroy the ones that would hurt you... us.

NO.

Get OUT of my head.

Get out of my BODY!

You cannot win!

I will EXTERMINATE you first.

Take your best shot.

TEN FLOORS BELOW...

EXCUSE ME... I'M LOOKING FOR ADMINISTRATION... A Ms. HUNTER?

YOU FOUND THEM BOTH. WHAT CAN I DO FOR YOU?

I WAS TOLD TO SPEAK TO YOU REGARDING PATIENT INFORMATION.

I'M TRYING TO TRACK DOWN A RECENTLY CHECKED OUT PATIENT... A Dr. SEWARD TRAINER?

I WAS WONDERING IF HE LEFT A FORWARDING, OR BILLING, ADDRESS?

SORRY, ALL PATIENT RECORDS ARE CONFIDENTIAL.

NOW IF YOU'LL EXCUSE ME, I --

WHAT THE..?

SID? WHAT'S GOING ON HERE? WHY ALL THE SECURITY?

WHILE THEY'RE ALL DISTRACTED... GOT TO WORK FAST... CALL UP SEWARD'S FILE AND...

...I'M GOOD!

NO FORWARDING ADDRESS, BUT TRAINER'S BILLS WERE ALL PAID FOR BY SOMETHING CALLED THE *MULTIVEX CORPORATION*. Hmmm?

YOU STILL HERE? I REALLY CANNOT RELEASE ANY INFORMATION REGARDING Dr. TRAINER.

I UNDERSTAND. WE ALL HAVE JOBS TO DO.

YES... WELL... I THINK YOU SHOULD LEAVE, SIR. SECURITY HAS INFORMED ME THAT CARNAGE CREATURE IS ON THE ROOF AND WE SHOULD KEEP THE CORRIDORS CLEAR FOR THE POLICE.

CARNAGE!

KILL THEM! Kill them ALL!

I will NOT... let you... HURT them.

THIS IS RIDICULOUS, HARRY! WE'RE JUST RENT-A-COPS.

YOU TELLIN' ME, LARRY. LET'S GET OUTTA HERE BEFORE --

OOF!

OOF!

BE --!

SPIDER-MAN? IS THAT REALLY YOU?

HOW DID THIS HAPPEN? WHY DIDN'T YOU SAY SOMETHING?

ROOF

Kill him!

Kill him NOW!

STAND BACK! WE ARE HERE TO HELP!

WHO THE--?

BEEP BEEP

Oh, NO! JAMESON AND HIS MEN FROM RAVEN-CROFT.

THEY'RE GOOD... BUT THEY'RE SO OUT OF THEIR LEAGUE HERE.

READY MICRO-WAVES.

TAKE POSITIONS AT ALL POINTS AROUND THE CLOCK.

CATCH HIM IN THE CROSS-FIRE...

... AND DON'T STOP FIRING UNTIL CARNAGE FALLS!

Kill them!

Kill them all!

SPILL their blood!

Make them pay!

Make them fall!

COLONEL! WE'VE TAKEN A HIT! LOSING CONTROL OF THE STABILIZERS! GOT TO LAND.

SORRY, COLONEL.

IT'S OKAY, BOYLE... WE'VE GOT IT UNDER CONTROL.

LET'S FRY HIS UGLY BUTT.

YOU'VE...

... GOT...

...NOTHING!

CLICK

CLICK

No... leave him alone. Let him live.

BE *QUIET*, SPIDER! CAN'T YOU SEE I'M TRYING TO WORK!

NOW SHUT UP... YOU LOSE! *I'M* IN CONTROL OF THIS BODY NOW!

AND, AS MY OLD FRIEND CLETUS TAUGHT ME...

IT'S TIME TO START PAINTING THIS TOWN A LOVELY SHADE OF RED.

NO!

KLUNGH

What's this?

Peter Parker attempting to be SPIDER-MAN once more?

Forgetting that he no longer has the powers?

Forgetting that I DO!

NOW WATCH, REILLY, AS *I* DO WHAT ***YOU*** WOULDN'T! WHAT ***YOU*** SHOULD HAVE!

WATCH AS I REMOVE PETER PARKER FROM YOUR LIFE...

... EVEN AS I CLAIM YOUR LIFE FOR MY OWN!

GOING OVER THE EDGE.

TIME TO PROVE THAT I WASN'T LYING TO MJ ABOUT KNOWING MY WAY AROUND ROOFS.

TIME TO PUT UP OR ...

GOT IT!

IT'S OVER.

YOU *DIE!*

BEN... DON'T... DON'T DO THIS.

I'M SORRY... BEN IS NOT AVAILABLE AT THE MOMENT...

PLEASE LEAVE A MESSAGE AT THE SOUND OF THE TEARING FLESH AND HE'LL TRY TO GET BACK TO YOU... *IN ANOTHER LIFE!*

BEN, YOU' VE GOT TO *FIGHT* IT.

YOU CAN DO IT... I DID.

IT'S A *SYMBIOTE,* BEN.

IT NEEDS *YOU* TO SURVIVE.

YOU CAN'T JUST LET IT TAKE OVER.

FIGHT IT, BEN... HELP ME.

THE LIGHTS ARE ON, BUT NOBODY'S HOME!

SYMBIOTE... A MUTUALLY BENEFICIAL RELATIONSHIP BETWEEN TWO ORGANISMS.

LOOKS LIKE BEN IS CALLING IN HIS MARKER ON THIS RELATIONSHIP, PETER.

F.N.R.

AND THE TAKING OF YOUR LIFE IS IT.

BYE-BYE!

BEN... DON'T... PLEASE.

I WON'T.

YOU IN CONTROL?

BARELY.

WHY DIDN'T YOU SAY SOMETHING? NOW I UNDERSTAND WHY YOU FLEW OFF THE HANDLE BACK AT YOUR APARTMENT... WHY YOU WERE SO DEFENSIVE OF SEWARD.

YOU'RE NOT YOURSELF. YOU SHOULD HAVE TOLD ME... I UNDERSTAND.

YOU... UNDERSTAND... ***NOTHING!***

I DON'T WANT YOUR SELF-RIGHTEOUS FORGIVENESS... OR YOUR UNDERSTANDING!

NO MATTER WHAT I'M GOING THROUGH TODAY; THAT CHANGES ***NOTHING*** ABOUT HOW I FEEL ABOUT SEWARD! STAY... ***AWAY***... FROM... HIM!

OR... I... WILL... NOT... BE... RESPONSIBLE... FOR... WHAT ***WE*** DO!

I'M SORRY, BEN. THAT'S NOT GOING TO HAPPEN.

SOMEHOW I'M GOING TO GET THE TRUTH AND FIGURE OUT A WAY TO STOP YOU...

... NO MATTER WHAT.

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MARVEL SPIDER-MAN GROUP

WEB OF CARNAGE PART 4 OF 4

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THE SPECTACULAR SPIDER-MAN

His given name is **Peter Parker.** While in high school, he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself **Ben Reilly,** and as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility!

STAN LEE PRESENTS **THE SPECTACULAR SPIDER-MAN**

HE STRUGGLES TO CONTROL IT--

-- STRUGGLES TO CONTAIN THE ROILING, EVIL MADNESS THAT IS BEING VOMITED THROUGH HIS HEAD --

-- SLICING AWAY AT HIS MIND WITH A LITANY OF VULGARITIES AND VIOLENCE!

INFECTED BY THE MURDEROUS CARNAGE SYMBIOTE, BEN REILLY --

-- SPIDER-MAN --

-- WAGES WAR WITHIN HIMSELF, FIGHTING TO MAINTAIN A GRASP ON THE MALEVOLENT CARNAGE --

-- AS WELL AS HIS FLEETING SANITY!

GUTS!

BLOOD!

BRAINS!

INNER DEMONS

WEB OF CARNAGE PART 4

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IT OOZES THROUGH HIM --

-- LIKE A FESTERING WOUND --

-- TAINTING HIM, MOCKING HIM!

-- TAUNTING HIM!

RIP THE FLESH!

KILL THEM ALL!

AND WHILE HE BATTLES VALIANTLY AGAINST THE LIVING, SENTIENT DISEASE THAT RAGES WITHIN HIM --

-- THE EFFECTS OF THE BATTLE MANIFEST THEMSELVES WITHOUT!

SHWIP

SHWAP

HE THROWS HIMSELF INTO THE NIGHT -- HOPING TO DROWN OUT THE BUBBLING, PURULENT VOICE THAT CHIDES HIM --

KILL THEM! MAIM THEM!

EVISCERATE THEM!

-- HOPING TO BURY THE ROTTEN, PUTRID PIECES OF CARNAGE THAT NOW VIOLATE HIS THOUGHTS --

... I SAID, "GIVE IT!"

Eh?

-- BENEATH THE WEIGHT OF RESPONSIBILITY!

YOU *GOTTA* HAVE MORE DEN *DIS*, MAN --

MICHAEL..?

-- AN' I'M T'INKIN' WHAT YOU GOT IS *RIGHT HERE!*

PLEASE -- JUST LEAVE US *ALONE*.

HEY, YOU!--

-- BAG OF PUS!--

-- LOSE THE *BLADE* AND *APOLOGIZE* --

WHAT THE --?!

-- AND DO IT NOW --

-- WHILE YOU STILL HAVE *BOTH LUNGS!*

CUT THEM!

TEAR THEM!

GRIND THEM!

WHAT... IS THAT!?

IT'S COME TO GET US!

NOT ME, MAN! NOT ME!

SHWK

UNCH

I DON'T WANT YOU --

-- JUST PIECES OF YOU!

NOoOoOoOO!

SKKRAPP

SMELL THE BLOOD!

N-N-N-NOO-

FEEL THE BLOOD!

THE VISION HITS HIM LIKE A **SLEDGEHAMMER** TO THE GUT --

-- THE ALLEY BECOMING A **SLAUGHTERHOUSE** --

-- HE STANDS OVER THE BODIES -- SPATTERED IN BLOOD AND GORE --

-- MESENTERY AND MUSCLE --

-- SURROUNDED BY THE HORROR! BUT THE WORST OF IT IS NOT IN WHAT HE SEES, BUT IN WHAT HE FEELS --

-- AS HE REALIZES THAT A PART OF HIM WANTS THIS!

NO!

NO!

NO!

HUGNF!

GO!

GO WHILE YOU CAN!

THAT VISION -- SO REAL! I COULD FEEL IT! TASTE IT! THE SYMBIOTE'S INFLUENCE OVER ME IS MUCH STRONGER THAN I --

-- Eh?!

I SAID

GO!

I CAN'T KEEP THIS UP! I THOUGHT THAT I COULD KEEP CARNAGE TRAPPED INSIDE ME --

-- BUT HE'S AFFECTING ME -- TWISTING ME!

I NEED HELP -- NEED TO GET SOME ANSWERS FROM THE ONE PERSON WHO CAN HELP ME..!

I CAME HERE FOR SOME **ANSWERS**... MOSTLY BECAUSE I'VE SUDDENLY FOUND MY LIFE FULL OF **QUESTIONS!**

AFTER SURVIVING THE **BOMBSHELL** THAT WAS DROPPED ON ME SEVERAL MONTHS AGO --

-- THAT I WAS **NOT** THE REAL **PETER PARKER**, THE REAL **SPIDER-MAN** -- THAT I WAS ACTUALLY THE **CLONE** OF THE ORIGINAL --

MARY-JANE AND I RODE OFF INTO THE SUNSET, EAGER TO START A **NEW** LIFE, A **NORMAL** LIFE --

AND IT COULDN'T HAVE GOTTEN **MORE** NORMAL. I EVEN **LOST MY POWERS!** I'M A **NORMAL GUY!**

AS A RESULT OF EVENTS IN **SPIDER-MAN: THE FINAL ADVENTURE** -- Ergonomic Eric.

BUT, NOW, SOME RECENT DEVELOPMENTS -- NAMELY THE DISCOVERY OF A **SKELETON** THAT SHOULD, OR COULD, ONLY BELONG TO **SPIDER-MAN** --

-- HAS GOT ME **WONDERING** HOW MUCH OF **THAT** STORY IS **TRUE**... IF **ANY** OF IT!

AND MORE IMPORTANTLY -- IF I'M **NOT** THE CLONE --

-- WHAT **AM I?!**

A QUESTION THAT **I** THINK CAN BE ANSWERED BY BEN'S GENETICIST FRIEND, **SEWARD TRAINER** --

-- WHO JUST HAPPENS TO HAVE MYSTERIOUSLY **DISAPPEARED** FROM HIS HOSPITAL ROOM!

IN CHECKING THE HOSPITAL **RECORDS**, HOWEVER, I FOUND OUT THAT, WHILE SEWARD SIGNED HIMSELF OUT OF THE HOSPITAL --

-- IT WAS **THIS** COMPANY -- **MULTIVEX** -- THAT PAID SEWARD'S **HOSPITAL BILL!**

SO HERE I AM, PLAYING A HUNCH...

MULTIVEX

"FINDING THE RIGHT ANSWERS LIES IN ASKING THE RIGHT QUESTIONS."

HI. I'M ***PETER PARKER*** FROM THE ***DAILY BUGLE*** -- I'M HERE TO GET SOME PHOTOS OF A ***Dr. SEWARD TRAINER***...

...THEY'RE TO ACCOMPANY AN ***ARTICLE*** WE'RE DOING ON HIM FOR OUR ***SUNDAY SUPPLEMENT.***

CERTAINLY Mr. PARKER, I'LL LET Dr. ***TRAINER*** KNOW YOU'RE HERE.

WELL, WHADDAYA KNOW -- MY HUNCH ***PAID OFF!*** NOW I'LL GET SOME ***ANS*** --

I'M SORRY, Mr. PARKER -- THERE IS NO Dr. TRAINER EMPLOYED HERE OR AT ANY OF OUR OTHER FACILITIES --

BUT --

-- I'LL HAVE TO ASK YOU TO VACATE THE PREMISES AND ALSO THAT YOU REFRAIN FROM TAKING ANY PHOTOGRAPHS.

WAITAMINNIT! JUST A ***SECOND*** AGO, YOU ***KNEW*** SEWARD TRAINER! ***YOU WERE GOING TO GET HIM!*** WHAT --

THIS WAY, PAL.

EASY.

AND --

multiVEX

"FINDING THE RIGHT ANSWERS LIES IN ASKING THE RIGHT QUESTIONS."

NOW I ***KNOW*** SEWARD'S AVOIDING ME... BUT ***WHY?!?***

WHAT DOES HE ***KNOW...*** AND WHY IS HE ***HIDING..?***

ELSEWHERE...

SO, Dr. ***TRAINER...*** OUR... ***FRIENDS*** PROVE TO BE VERY ***RESOURCEFUL...*** BUT I'D PREFER YOU HAD ***PRIVACY*** TO CONTINUE YOUR WORK...

...WE'LL HAVE TO SEE TO IT THAT THEY HAVE ***OTHER MATTERS*** WITH WHICH TO ***OCCUPY*** THEIR TIME...

"...AND SEE WHAT *DEVELOPS* FROM THERE...!

C'MON, COME ON!

THE DARKROOM OF BEN REILLY'S CURRENT GIRLFRIEND, JESSICA CARRADINE --

PLEASE! LET ME HAVE *SALVAGED* AT LEAST *ONE* OF THE --

NO!

EVERY FRAME IS *OVER-EXPOSED!*

"...AND I HAD MY *CHANCE!*... CLICKED OFF A *WHOLE ROLL* OF THE *UGLY THING..!*

"...ONLY TO HAVE MY CAMERA *KNOCKED* OUT OF MY HANDS...*CRACKING* THE *CASING* AND *EXPOSING* THE *FILM!*

THE *BUGLE'LL* PAY *BIG MONEY* FOR A SHOT OF THIS *SPIDER-MONSTER* THAT'S BEEN *TERRORIZING* THE CITY...

IT ALL HAPPENED IN ***SPIDER-MAN #67***, STILL ON SALE --Eric

BUT, I'M NOT FINISHED *YET!* IF I COULD GET SOME SHOTS THE *FIRST TIME*, I CAN DO IT *AGAIN!*

I'LL GET SHOTS OF THIS *SPIDER-FREAK* AND *SPIDER-MAN* AND *WHATEVER ELSE JAMESON* NEEDS --

-- TO *NAIL SPIDER-MAN TO THE WALL!*

RAVENCROFT...

THERE'S NO DOUBT ABOUT IT --

-- THE UPSTATE PSYCHIATRIC SECURITY FACILITY FOR THE CRIMINALLY INSANE.

-- KASADY IS DYING!

DEPRIVED OF THE ALIEN SYMBIOTE WHICH HAD BONDED WITH HIS BLOOD, HIS BODY HAS BEGUN TO ATROPHY --

-- WASTING AWAY BEFORE OUR EYES!

WE'VE EXHAUSTED OUR RESOURCES IN TRYING TO SIMULATE THE SYMBIOSIS -- TRANSFUSIONS AND THE LIKE --

-- BUT WE CAN'T EVEN DECELERATE THE DETERIORATION! KASADY'S ONLY HOPE IS IN REUNITING HIM WITH THE CARNAGE SYMBIOTE --

-- GOD HELP US.

AND I SERIOUSLY DOUBT, Dr. KAFKA, THAT THE SYMBIOTE IS GOING TO COME BACK WILLINGLY -- CARNAGE DOESN'T NEED CLETUS KASADY ANYMORE!

IT'S FOUND A STRONG, HEALTHY HOST IN SPIDER-MAN AND WHILE IT SEEMS LIKE SPIDEY'S TRYING TO CONTROL THAT MONSTER INSIDE HIM --

-- HE TORE THROUGH MY MEN AND ME LIKE WE WEREN'T EVEN THERE!

WE'RE RUNNING BLIND HERE! FOR AS MUCH DATA AS WE'VE GATHERED ON THE CARNAGE SYMBIOTE, THERE'S STILL SO MUCH MORE WE DON'T KNOW --

"-- WHY, WE'RE STILL NOT CERTAIN HOW IT GOT OUT IN THE FIRST PLACE!

IT ALSO HAPPENED IN SPIDER-MAN #67 – Eric

BEEP BEEP

JAMESON HERE.

JOHN, I'VE GOT SPIDER-MAN ON MONITOR -- HE JUST ***BREACHED*** THE ***OUTER PERIMETER*** OF THE GROUNDS -- ***SOUTH EAST*** SECTOR --

-- REQUEST WE GO TO ***CODE 5!***

DO IT! TELL ***MARTINS*** I'LL MEET HIM THERE!

DOCTOR, I WANT YOU TO GO TO YOUR OFFICE, ***NOW!*** AND WHILE IT WON'T MEAN ***MUCH*** --

"LOCK THE DOORS!"

NEED TO FLAY SOMETHING! RIP THE FLESH TO RED RED RIBBONS..!

CARNAGE INFLUENCE... GETTING ***STRONGER!*** MAYBE 'CAUSE I'M IN CLOSE PROXIMITY TO --

SHOOM

EEEEEEE

MICROWAVE CANNONS TEAR AT HIM -- NEARLY DRIVING THE CARNAGE SYMBIOTE FROM HIM --

THE *CANNONS* DIDN'T *STOP HIM,* SIR!

DON'T SWEAT THE SMALL STUFF, ROBERTS -- *PREPARE TO FIRE AGAIN! ON MY MARK!*

SCRRRAPE THEIR SKIN TO STREAMERS!

SHOULD HAVE SEEN THAT *ATTACK* COMING...

HAVE TO GET *IN* -- GET *ANSWERS* --

SHWIPT

SHWIPT

KEEP 'EM ON HIM!

SHLICK

SHWAPT

SKEWER HIM! SKEWER HIS EYES!

SHLUK

BUT BONDING WITH THE SYMBIOTE HAS *DULLED MY SPIDER-SENSE* ALONG WITH EVERY-THING ELSE!

HAVE TO MAKE IT RECOGNIZE THREATS TO *CARNAGE NOW,* AS WELL!

CARVE THEM!

CARVE THEM!

CARVE THEM!

SPIDER-SENSE!

JAMESON!

CHOMP

YOUR BLOOD, JAMESON --

-- I CAN... HEAR IT! IT'S SCREAMING TO ME! IT WANTS TO COME OUT! IT WANTS TO --

OUT HIM!

SPILL HIM OUT ON THE GROUND!

NO! DON'T PUSH ME, JAMESON! DON'T TRY TO STOP ME!

I'M HOLDING ON, BUT I NEED THE ANSWERS!

UNIT TWO! HEAD HIM OFF! HE'S HEADING FOR KAFKA'S OFFICE!

BE READY TO HIT HIM WITH A STEADY BARRAGE FROM THE MICRO-WAVE CANNONS! YOU SEE SO MUCH AS A WEB --

" -- LIGHT HIM UP!"

WE'RE ALREADY IN POSITION HERE, SIR, BUT --

"--WHERE IS HE?!"

WHERE IS...

SPIDER-MAN'S ON A RAMPAGE! WITH CARNAGE POSSESSING HIM, HE'S CONSTANTLY STRUGGLING TO MAINTAIN DOMINANCE --

-- AND IT LOOKS LIKE HE'S WINNING -- BUT I CAN'T TAKE THAT CHANCE! HE SAID HE NEEDED ANSWERS, BUT IF NOT FROM KAFKA, THEN --

-- Oh, NO!

ELSEWHERE...

SKRANNK

KASAPy!

I'M COMING FOR YOU, KASADY!

I WANT ANSWERS!

I WANT --

-- YOU, SPIDER!

STOP FIGHTING ME! YOU CAN'T WIN!

EMBRACE ME AND ALL THIS GORY GLORY CAN BE YOURS!

NO! CAN'T GIVE IN --

-- HAVE TO MAINTAIN *CONTROL!*

KASADY..?

KASADY/...?

I COULD *FEEL* YOU COMING...

I *KNEW* YOU'D *MISS* ME --

-- I *KNEW* YOU'D WANT TO *BE* WITH ME --

SLURT

SLOOPT

I CAN TELL IT'S ***WORKING*** ON YOU -- EATING AT YOU --

-- ***WORMING*** ITS WAY THROUGH YOUR HEAD LIKE ***MAGGOTS!***

YOU'RE SO ***LUCKY***...

HOW DO I ***BEAT*** IT, KASADY!? HOW DO I ***CONTROL*** IT!?

YOU ***CAN'T.*** YOU CAN'T BEAT IT. YOU CAN'T CONTROL IT.

IT'S A ***DISEASE*** -- A ***CANCER*** GROWING ***INSIDE YOU*** --

-- SPREADING ITS ***FINGERS*** THROUGHOUT YOUR ***BRAIN*** --

-- ***ALTERING*** YOUR ***PERCEPTIONS*** --

-- ***TWISTING*** YOU INTO WHAT ***IT WANTS TO BE!***

AND I WANT YOU TO BE A ***BLOODY PIECE OF MEAT THAT I CAN PLAY WITH!*** I WANT YOU TO BE SMALL! ***GIVE IN TO ME!***

RUB A LAMP, PAL --

-- THIS IS ***MY*** HEAD -- THIS IS ***MY*** MIND --

-- ***MY*** WILL AGAINST YOURS --

-- AND I WON'T BE *COWED* IN MY OWN *HEAD!*

SPAK

WAKT

YOU'RE NOT GONNA *DIE*, YOU *HEAR* ME?

I'M DYING, Y'KNOW --

-- DYING 'CAUSE YOU'RE NOT *IN* ME.

YOU'VE FOUND SOMEONE HEALTHIER -- STRONGER -- SOMEONE WHO'S FREE!

BUT I CALLED TO YOU AND YOU CAME. I KNOW THAT YOU MISS ME -- NEED ME --

-- COME TO ME.

SHWIKT

NO!

YESS...

SIR! THEY'RE TRYING TO MAKE CONTACT! SHOULD I --

NO. WAIT JUST A LITTLE LONGER..

NO! I DON'T CARE IF I HAVE TO KEEP YOU INSIDE ME *FOREVER* --

-- I WON'T LET YOU *REUNITE* WITH KASADY! I WON'T BE *RESPONSIBLE* FOR LOOSING CARNAGE ON THE WORLD AGAIN!

WUD

K-RAKT

TWAK

LIKE YOU HAVE A CHOICE!

YOU THINK YOU CAN IMPRISON ME IN HERE --

-- YOU CAN'T! I'M ALREADY --

UNGH!

-- WINNING! HAHAHA! I CAN FEEL HIM CORRUPTING YOU -- WEAKENING YOU --

COME! COME TO ME!

WHA --

NO!

SHWAKT

SHURT

SHLIP

SHLUT

YES... YES...

NO! I WON'T LET THIS HAPPEN!

NO!

NO!

NO!

WHUP

NO! YOU CAN'T HAVE HIM!

SHLIKT

SHLORP

I CAN CONTROL IT, KASADY! YOU'LL NEVER GET THE SYMBIOTE BACK!

SPIDER-MAN..?

JAMESON! I --

IT'S... IT'S STRONG... IT'S TOO MUCH OF A STRUGGLE... KEEPING THE SYMBIOTE DOWN!

IT'S POISONING ME... DESTROYING ME...

...I CAN FIGHT IT, BUT I CAN'T BE SURE! THE WORLD WOULD BE SAFER IF YOU JUST LOCK ME UP!

RIP HIM! SLICE HIM! ---

---OPEN HIM UP!

BETTER TO TRAP IT INSIDE ME -- KEEP IT FROM ESCAPING -- MURDERING AGAIN!

A SHORT TIME LATER...

THIS CELL IS LIKE KASADY'S -- EQUIPPED WITH THE MICROWAVE PROJECTORS THAT ARE KNOWN TO SUBDUE THE SYMBIOTE!

I'M TURNING THEM ON AT LOW FREQUENCY -- MAYBE KEEP IT FROM PLAYING HAVOC WITH YOUR --

AAAAR-YES!

I CAN FEEL THE MICROWAVES WEAKENING IT! TURN IT UP! TURN IT UP!

I CAN'T! IT'D BROIL YOU WHERE YOU STAN --

JUST DO IT!

HIS BODY SHUDDERS WITH SPASMS, AS THE UNSEEN BATTLE WITHIN PLAYS OUT A BATTLE FOR DOMINANCE -- CONTROL --

-- AND FINALLY FOR FREEDOM, AS, THROUGH SHEER FORCE OF WILL, SPIDER-MAN FORCES THE SYMBIOTE OUT --

-- PURGING HIS SPENT, FEVERED MIND OF THE MALIGNANT DISEASE!

YOU DID IT! YOU FORCED OUT THE SYMBIOTE!

I'M MAINTAINING THE MICROWAVE FREQUENCY -- IF WE CAN JUST ISOLATE --

WHA-?!

OMIGOD!

SHLOOP

NO!

NO! NO! NO!/NO!

SLUP

THUP

NO! THE SYMBIOTE --

-- THAT MUST BE HOW IT GOT OUT *IN THE FIRST PLACE!*

WE HAVE TO FIND A WAY TO ***STOP*** IT BEFORE IT HAS A CHANCE TO ***RECOMBINE*** WITH --

I KNEW YOU'D COME BACK! HA HA!

FILL ME!

CONSUME ME!

COMPLETE ME!

HA HA

SHWOK

AND THE TRIUMPHANT LAUGHTER OF CARNAGE ECHOES THROUGH THE HALLS OF RAVENCROFT...

...FOR MANY HOURS TO COME.

LATER...

...AND THE ONE THING THAT I'M SO ***DESPERATE*** TO ***AVOID*** TURNS OUT TO BE EXACTLY WHAT ***HAPPENS*** --

MAYBE IF I HAD BEEN ***STRONGER,*** I WOULD HAVE BEEN ABLE TO KEEP THE SYMBIOTE ***DOWN.***

WHAT ARE YOU -- ***CRAZY?!***

HERE YOU WERE WILLING TO SACRIFICE ***YOUR LIFE*** TO PUT AN END TO CARNAGE -- READY TO IMPRISON THAT ***THING*** IN YOUR MIND ***FOREVER!***

I DON'T THINK ***I*** WOULD'VE BEEN ABLE TO DO THAT...

AND THINGS ENDED UP THE WAY THEY DID BECAUSE OF A ***VARIABLE*** WE DIDN'T EVEN ***KNOW*** WAS IN THE EQUATION...

...THAT IT WAS USING THE ***PLUMBING*** TO GET AROUND!

MAYBE IF SOMEONE HERE AT ***RAVENCROFT*** HAD CONSIDERED THAT ***POSSIBILITY,*** YOU WOULDN'T HAVE HAD TO GO THROUGH ALL OF THIS...

HEY -- ***WHO KNEW?!?***

IT'S AN ***ALIEN LIFEFORM!*** YOU GUYS CAN'T BE EXPECTED TO ***SECOND-GUESS*** --

HEH. LOOK AT US --

-- HERE WE ARE, KICKING OURSELVES, PLAYING *"WHAT IF"* -- TRYING TO FIGURE OUT WHAT WE COULD HAVE DONE TO MAKE THIS WORK OUT BETTER...

...WHEN EVERY DAY WE'RE STRUGGLING JUST TO KEEP OUR HEADS ABOVE WATER! WITH THE NUTJOBS WE HAVE TO DEAL WITH...

...IT'S A WONDER WE ***EVER*** COME OUT ON TOP!

SO DON'T THINK YOU FAILED. YOU WON TODAY IN A WAY NO ONE COULD EVER IMAGINE. YOU'RE A HERO IN MY BOOK -- AND WHAT YOU DID WAS THE RIGHT THING!

THANKS, JOHN --

EVERY ONCE IN A WHILE, I WONDER IF I'M DOING THE RIGHT THING -- IF I'M MAKING A DIFFERENCE, AND AFTER ALL THIS --

-- WELL... I REALLY NEEDED TO HEAR THAT!

THWIP

SPIDER-MAN: THE CLONE STORY MADE EASY... YEAH, RIGHT!

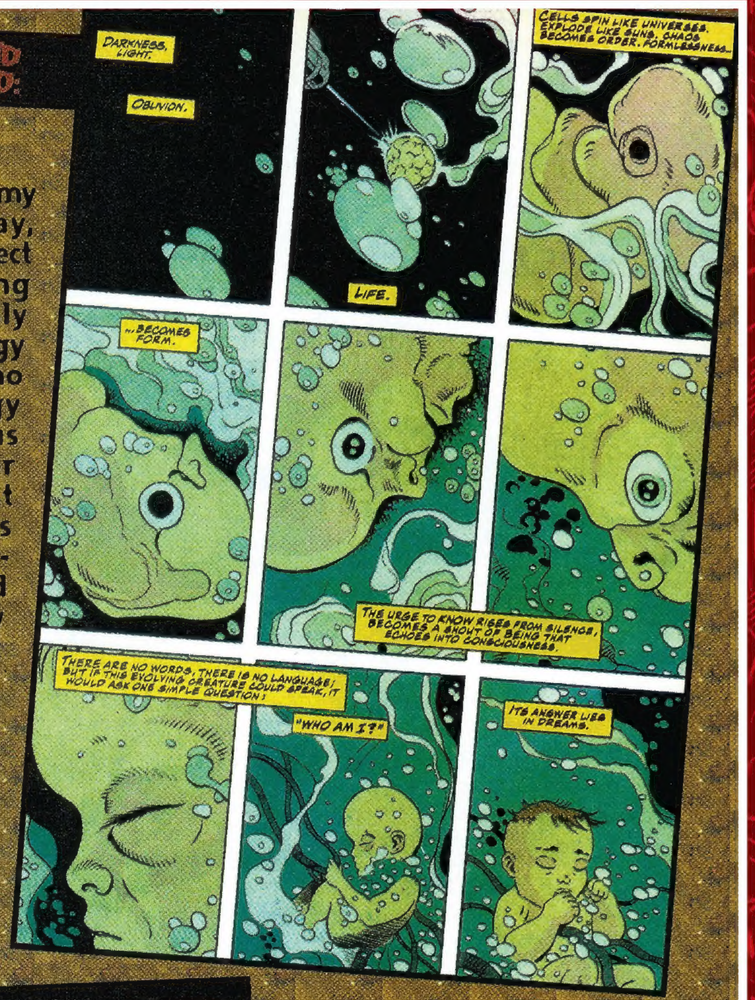
By Mark P. Bernardo

FIVE YEARS AND SEVERAL MONTHS AGO:

MILES WARREN

"The most crucial step in my master plan began today, when I finally created a perfect clone of Peter Parker, using cell samples surreptitiously taken from him in our biology class. The young fool had no idea that his kindly biology professor is in actuality his most deadly nemesis! Nor did he have the slightest inkling that I am aware of his dual identity as Spider-Man...the man who killed my beloved Gwen. How dearly he will pay for that transgression!

"I sometimes wonder about the whereabouts of my first, failed Parker-clone...the prototype. Ah, well, he was just a bad batch of chemicals."



FIVE YEARS AGO:

BEN REILLY

"The first thing I remembered was this really disorienting feeling that things weren't quite right. I had awakened outside a factory in Brooklyn, in the pouring rain. I had a vague memory of a fight in Shea Stadium with a clone of myself, but my first reaction was to get home...to Mary Jane's arms, to my life. But when I got there, I looked in the window of my apartment and saw myself...Peter Parker, there, with MJ...the woman that I was just starting to love. Then a painful flash in my head: I was the clone, the copy, the fake. And the world fell out from under me.

"I didn't really care if I even survived that dark, stormy night; but I did. The next morning, I went back to an apartment in which I now felt like an intruder. I grabbed some cash, some mementos, and an extra set of the Spider-Man gloves and mask. (Even then, I couldn't leave my double life totally behind, I guess.) I jumped on a bus going west, and met this shoe salesman by the name of Clifford Gross. At first, I found him obnoxious and overbearing, but keeping that poor, pitiable soul from committing suicide is ultimately what gave me the strength and perseverance to go on in my own wretched life. I decided I needed a name... so I became Ben Reilly, for my Uncle Ben, and using Aunt May's maiden name. I got back on a bus headed west, ready to resume some kind of life."

FOUR YEARS AGO:

SEWARD TRAINER

"Ben Reilly was something of a wreck when he arrived at the Traveler Inn in Rachel, Vermont. I saw something in this brash young man...something noble underneath the cynicism that a year on the road can create in a man. I put him up, tended to his health, and gave him a job as a lab assistant. When a nuclear core meltdown threatened my lab, destroying years of work, Ben revealed his superhuman abilities in preventing disaster. He entrusted me with the secret of where those abilities came from...and the tragic life that has resulted. That day, I vowed to do whatever I could to aid Ben Reilly in finding a place in the world."

TWO YEARS AGO:

KAINE

"I have followed Reilly's trail for three lonely years since being abandoned by my unfeeling 'father,' the Jackal. At first it was merely out of a sense of curiosity, a perverse joy in seeing this man, the original Peter Parker from whose cells I was cloned, doomed to a life as empty as my own. It was in Salt Lake City where everything changed...my morbid curiosity turned to outright hatred. I met a woman—a police officer named Louise Kennedy, who saw beyond my scars and my rage. I thought I had found love of a sort...until Kennedy revealed herself to be on the payroll of the filthy druglord whose organization Reilly was clandestinely trying to bring to justice. Reilly had also found a love of his own...a love not cursed by betrayals. A life, for that matter, not cursed by the cellular degeneration that was ravaging my body and mind. From the moment of that realization, I devoted my life to tormenting Reilly, and denying him happiness. The first step came when, in a fit of rage, I snapped the traitorous Kennedy's neck, branding her with my Mark of Kaine. I then left Salt Lake City to let Reilly take the blame for the crime."

APPROXIMATELY FOUR MONTHS AGO:

BEN REILLY

"I'd managed to avoid any contact with my old life for a long time...until one of my periodic phone calls to Aunt May revealed she'd had a serious stroke that left her hovering between life and death. Though I swore never to return, I promptly left the temp job I was doing in the Northwest and headed for New York. Even though I wasn't really Peter Parker (or so I thought), the memories I have of her were important in shaping who I have become. Unfortunately, while visiting her at the hospital, I ran into Peter...and his first reaction was pretty expected. While we were slugging it out, this ghostly being called Chakra showed up, and we both ended up at Ravencroft Institute, joining forces to stop this mysterious creep named Judas Traveller from letting all the nutcases out. Out of all this, I realized that, even though I was a clone, I had a responsibility to use my powers for good...and soon the hero, unfortunately saddled with the name, 'Scarlet Spider' was born! I couldn't leave New York yet...not until Aunt May was all right."

APPROXIMATELY THREE AND A HALF MONTHS AGO:

KAINE

"The visions started coming with increasing frequency after I came to New York. Mary Jane Watson-Parker, the wife of my clone-brother, Peter Parker, murdered by an unknown assailant. I refused to let this happen. All the potential murderers had to be eliminated. I killed the novice Grim Hunter, and then crushed the life from the diabolical Doctor Octopus. By then, Reilly was getting uncomfortably close to Peter's life...to destroying what my clone-brother had built for himself. But Reilly's own past was closing in as well..."

APPROXIMATELY THREE MONTHS AGO:

THE JACKAL

"The memory implants that I placed in both Reilly and Parker five years ago have worked perfectly, luring the two Spider-boys to my stronghold in the Catskills. I wanted an audience for the unveiling of my new, genetically perfect body. (It took five years in an incubation pod to acquire it.) I took great delight in planting the seeds of doubt in both of their minds as to whom the original Parker was...a bit of fun before I escaped and went about setting in motion my larger scheme."

APPROXIMATELY TWO MONTHS AGO:

PETER PARKER

"Everything hit the fan right after Aunt May died. Right after the funeral, this detective from the Salt Lake City PD shows up and arrests me for murder! It turns out he was really after Reilly, for a crime that was committed by Kaine! To prove this, Reilly took my place in prison while I cleared his name. Fortunately, Kaine confessed to the murder before either me or Ben could fry, only to later escape! Then tests run on MJ's unborn child by Ben's scientist buddy, Seward Trainer, led to the revelation that I was actually the clone, and Ben was the original Peter! I went a little nuts after that. I came to my senses, with the help of Ben, and ultimately helped him shut down the Jackal's schemes. Even Kaine—who, it turned out, saw me as a brother—sacrificed his life in the final battle. I kept the name Peter Parker, and continued for a while as Spidey...but a few close calls convinced me that the greatest responsi-bility isn't punching out badguys—it's being a father. So MJ and I left NewYork...leaving the mantle of the Big Apple' web-swinger to Ben."

TODAY: BEN REILLY

"It was pretty daunting starting over again. Even though I'd been Spider-Man first, Peter had been Spider-Man longer. He'd made the role his own. I started trying to build myself a life in New York as Ben Reilly, and continued fighting crime as the Scarlet Spider...until a scheme by the crafty new Doctor Octopus made that identity public enemy number one. It was time for Spider-Man to swing again...so I came up with a new costume to reclaim for myself the mantle that the Jackal's vengeful scheme had so long denied me...the mantle of the one, true Spider-Man! It's good to be back!"

THE MAN BENEATH THE MASK MAY LOOK LIKE PETER PARKER, BUT HIS NAME'S BEN REILLY — THE FORMER SCARLET SPIDER AND BRAND-SPANKING-NEW SPIDER-MAN!

But that typical Parker luck isn't shy when it comes to novices, as Ben finds out when he comes face-to-face with the web-slinger's most psychotic foe: Carnage! In the meantime, Peter and MJ face some major life changes, including the shocking loss of Peter's spider-powers!

Collecting *Amazing Spider-Man (1962) #409-410, Sensational Spider-Man (1996) #2-3, Spectacular Spider-Man (1976) #231-233, Spider-Man (1990) #66-67, Spider-Man: The Final Adventure #1-4, Spider-Man Team-Up #2 and Spider-Man Unlimited (1993) #11* — written by Tom DeFalco, Dan Jurgens, Todd Dezago, Howard Mackie, Fabian Nicieza, George Perez, Roger Stern and Adam Santangelo; and illustrated by Mark Bagley, Dan Jurgens, Sal Buscema, John Romita Jr., Darick Robertson, Tom Grindberg and Dave Hoover.

MARVEL